



May 11, 2004

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423



RECORDATION NO. 24309-B FILED

MAY 12 '04

11-07 AM

Dear Barbara,

SURFACE TRANSPORTATION BOARD

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 28, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **GREAT LAKES CARBON CORPORATION**  
16945 Northchase, Houston, TX 77060

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **GREAT LAKES CARBON CORPORATION** covering 40 coal hoppers with reporting marks and numbers – CEFX 15025 – GRPX 944528, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #24309 dated 1/29/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

*Sherry L. Lewey*  
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28 day of MAY, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and GREAT LAKES CARBON CORPORATION, a Delaware corporation, with an address at 16945 Northchase, Houston, TX 77060 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 13, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on January 29, 2003 and given Recordation Number 24309.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GREAT LAKES CARBON CORPORATION

By: [Signature]  
Name: Cyrl Belhartz  
Title: VP RAW MATERIALS

## Schedule A

Number of Cars	Equipment Description	
40	4,750 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	15025
2	CEFX	15096
3	CEFX	15238
4	CEFX	15278
5	CEFX	15316
6	CEFX	15362
7	CEFX	15384
8	CEFX	15412
9	CEFX	15416
10	CEFX	15417
11	CEFX	15418
12	CEFX	15424
13	CEFX	15428
14	CEFX	15429
15	CEFX	15436
16	CEFX	15460
17	CEFX	15461
18	CEFX	15733
19	CEFX	15736
20	CEFX	15750
21	CEFX	15764
22	CEFX	151290
23	CEFX	151481
24	CEFX	151488
25	CEFX	151938
26	CEFX	152204
27	CEFX	152213
28	CEFX	152214
29	CEFX	152217
30	CEFX	152320
31	CEFX	152321
32	CEFX	152323
33	CEFX	152391
34	CEFX	152531
35	CEFX	152538
36	GRPX	944142
37	GRPX	944284
38	GRPX	944302
39	GRPX	944422
40	GRPX	944528