

LAW OFFICES
ALLEN H. HARRISON, JR.
SUITE 706
2009 NORTH 14TH STREET
ARLINGTON, VIRGINIA 22201

TELEPHONE (703) 524-8309
FAX (703) 524-3035

RECORDATION NO. 23969-A FILED

JUL 28 '05 11-17 AM

SURFACE TRANSPORTATION BOARD

JULY 28, 2005

Recordation No. 23969-A

Dear Mr. Williams:

On behalf of The Frost National Bank, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Second Supplement to Master Lease ("Second Supplement") dated as of August 2, 2005.

The parties to the enclosed Second Supplement are:

The Frost National Bank, - LESSOR
100 West Houston Street
San Antonio, TX 78205

Sid Richardson Carbon, Ltd. - LESSEE
201 Main Street
Fort Worth, TX 76102

The said Second Supplement, among other things, acts to lease an additional one hundred (100) Centerflow railcars to the Lessee by the Lessor and should be recorded under the next available letter under Recordation No. 23969, which letter we believe is "-A".

The equipment covered by the instant Second Supplement is identified as one hundred (100) 3-compartment Centerflow cars, SRCX 4001 - 4100, inclusive.

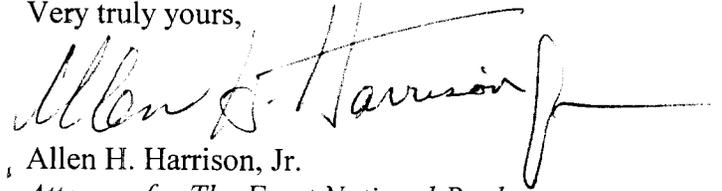
A short summary of the Second Supplement to appear in the Surface Transportation Board Index is as follows:

"Covers 100 Centerflow cars, SRCX 4001 - 4100."

Enclosed is a check in the amount of thirty-two dollars (\$32.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, reading "Allen H. Harrison, Jr.", with a long horizontal flourish extending to the right.

, Allen H. Harrison, Jr.

*Attorney for The Frost National Bank
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

JUL 28 '05 11-17 AM

MEMORANDUM OF SECOND SUPPLEMENT TO MASTER LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECOND SUPPLEMENT TO MASTER LEASE (this "Memorandum"), dated as of August 2, 2005 is by and between THE FROST NATIONAL BANK, a national banking association, as Lessor, with offices at 100 West Houston Street, San Antonio, Texas 78205, and SID RICHARDSON CARBON, LTD., a Texas limited partnership, as Lessee, with offices at 201 Main Street, Fort Worth, Texas 76102; hereinafter, Lessor and Lessee are collectively referred to as "the Parties":

WHEREAS, the Parties entered into that certain Master Lease dated April 26, 2002 (the "Master Lease") and a related first Supplement of even date therewith, a memorandum thereof being recorded with the Surface Transportation Board on May 1, 2002 under Recordation No. 23969; and

WHEREAS, the Parties entered into a second Supplement dated as of August 2, 2005 to the Master Lease (the "Second Supplement"), both the Master Lease and the Second Supplement being incorporated herein by reference, whereby, among other things, Lessor leased to Lessee, and Lessee leased from Lessor, those certain one hundred (100) CF4575 (4575 cubic feet) 3-compartment Centerflow® railcars suitable for transportation of Carbon Black, bearing car numbers SRCX 4001 through 4100, inclusive, and all replacements and substitutions for, and modifications, additions, and accessions to, all or any of such railcars; and

WHEREAS, the Parties find it desirable to place of record the existence of the Master Lease and the Second Supplement in the public files maintained by the Surface Transportation Board under the provisions of 49 U.S.C. §11301.

NOW THEREFORE, in consideration of these premises and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Parties agree as follows:

1. This Memorandum is entered into by the Parties for the purpose of placing of public record the existence of the Master Lease and the Second Supplement.
2. This Memorandum may be executed in multiple counterparts which, when taken together, shall constitute but a single document.

IN WITNESS WHEREOF, the Parties hereto have caused this document to be executed as of the date first hereinabove written.

THE FROST NATIONAL BANK, a national banking association,
as Lessor

By: 

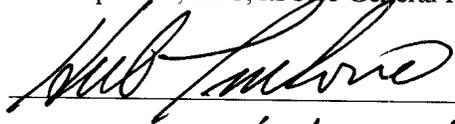
Print Name: ZANE BURGESS

Title: VICE PRESIDENT

SID RICHARDSON CARBON, LTD, a Texas limited partnership,
as Lessee

By: SRCG Genpar, L.P., a Delaware limited partnership

By: SRCG Genpar GP, LLC, its sole General Partner

By: 

Print Name: Herb Trulove

Title: Vice President

STATE OF TEXAS

§
§
§

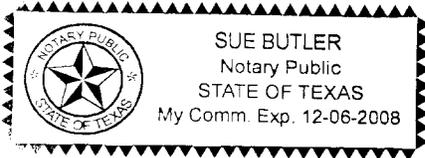
COUNTY OF DALLAS

On this 27 day of JULY, 2005 before me personally appeared ZANE BURGESS, to me personally known, who being by me duly sworn, says that he/she is a VICE PRESIDENT of The Frost National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed on behalf of said bank by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public in and for the State of Texas

(SEAL)

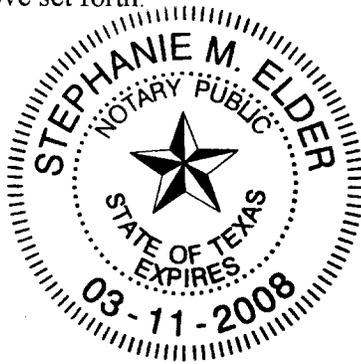


STATE OF TEXAS

§
§
§

COUNTY OF Tarrant

On this 26 day of July 2005 before me personally appeared Herb Trulove to me personally known, who being by me duly sworn, says that he/she is the Vice President of SRCG Genpar GP, LLC., a Delaware limited liability company acting as the sole general partner of SRCG Genpar, L.P., a Delaware limited partnership acting as the sole general partner of Sid Richardson Carbon, Ltd., a Texas limited partnership, that said instrument was signed on behalf of said limited liability company by authority of its partners to act on behalf of said Delaware limited partnership as its sole general partner, as said Delaware limited partnership is acting on behalf of said Texas limited partnership and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company acting on behalf of said entities, as hereinabove set forth.



Notary Public in and for the State of Texas

My Commission Expires: 3-11-08

Stephanie M. Elder