



CORPORATION SERVICE COMPANY

RECORDATION NO. 24309 FILED

OCT 28 '05

1-10 PM

SURFACE TRANSPORTATION BOARD



October 27, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 147779-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 13, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **GREAT LAKES CARBON LLC**
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 LLC** covering 15 hopper cars with reporting marks and numbers – CEFX 15200 – CEFX 151595 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 24309 dated 01/29/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13 day of March, 2005, 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 LLC, a Delaware limited liability company, 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

RECORDATION NO. 24309-C FILED
OCT 28 '05 1-10 PM
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 LLC

By: A. Frank Baca
Name: A. FRANK BACA
Title: SR. V.P. OPS + Admin

Schedule A

Number of Cars

Equipment Description

15 4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15200
2	CEFX	15421
3	CEFX	151256
4	CEFX	151260
5	CEFX	151284
6	CEFX	151287
7	CEFX	151321
8	CEFX	151328
9	CEFX	151356
10	CEFX	151364
11	CEFX	151557
12	CEFX	151558
13	CEFX	151562
14	CEFX	151567
15	CEFX	151595