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December 29, 2006

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

RECORDATION NO. 25940-B FILED

DEC 29 '06 -10 39 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of December 29, 2006. The primary document to which this is connected is recorded under Recordation No. 25940. We request that the copy of this document be recorded under Recordation No. 25940-B.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Lessee:

CCC Transport Company
333 Cypress Run Ste. 200
Houston, TX 77094

Sublessee:

Continental Carbon Company
333 Cypress Run Ste. 200
Houston, TX 77094

Honorable Vernon A. Williams
December 29, 2006
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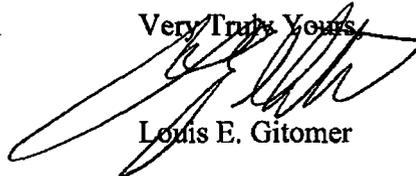
A description of the equipment covered by the Memorandum of Lease Agreement consists of 48 hopper cars numbered WITX 4702 and CCEX 4701, 4703-4720, inclusive, 4722, 4725-4727, inclusive, 4729-4731, inclusive, 4733-4745, inclusive, and 4763-4769, inclusive.

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Amendment to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, CCC Transport Company, 333 Cypress Run Ste. 200, Houston, TX 77094, and Continental Carbon Company, 333 Cypress Run Ste. 200, Houston, TX 77094, covering 48 hopper cars numbered WITX 4702 and CCEX 4701, 4703-4720, inclusive, 4722, 4725-4727, inclusive, 4729-4731, inclusive, 4733-4745, inclusive, and 4763-4769, inclusive.

Very Truly Yours



Louis E. Gitomer

Enclosure

DEC 29 '06 -10 39 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 29, 2006

among

CCC TRANSPORT COMPANY,
as Lessee,

CONTINENTAL CARBON COMPANY,
as Sublessee,

and

LASALLE NATIONAL LEASING CORPORATION,
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on _____, 2006 at ___:___m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 29, 2006, by and among LASALLE NATIONAL LEASING CORPORATION ("Lessor"), CCC TRANSPORT COMPANY ("Lessee") and CONTINENTAL CARBON COMPANY ("Sublessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor and sublease to Sublessee, and Sublessee has agreed to sublease from Lessee, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of October 31, 2005, as amended, and Schedule No. 2 thereto and incorporating the terms thereof, dated as of December 29, 2006 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee; and in Rider No. 2 to that certain Rail Equipment Sublease Agreement dated as of October 31, 2005, as amended (the "Sublease"), between Lessee and Sublessee.

2. Schedule No. 2 to the Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. Rider No. 2 to the Sublease shall be effective as of the date hereof and shall be subject to the terms specified in the Sublease, and any extension of such term to the extent provided for in the Sublease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

STATE OF TEXAS)
) ss.
COUNTY OF Harris)

On this 15th day of December, 2006, before me appeared Kim K.T. Pan, the person who signed this instrument, who acknowledged that (s)he is the President + CFO of CCC Transport Company and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



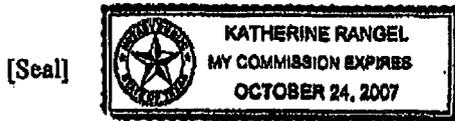
Katherine Rangel
Notary Public

My commission expires:

October 24, 2007

STATE OF TEXAS)
) ss.
COUNTY OF Harris)

On this 15th day of December, 2006, before me appeared Kim K.T. Pan, the person who signed this instrument, who acknowledged that (s)he is the President of Continental Carbon Company and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Katherine Rangel
Notary Public

My commission expires:

October 24, 2007

EXHIBIT NO. 1

**Description of Railcars and Reporting Marks
48 Hopper Cars**

<u>No. of Cars</u>	<u>AAR Code</u>	<u>Cu Ft Capacity</u>	<u>Year Built</u>	<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
12	C113	4700	1964	CCEX 4701 WITX 4702 CCEX 4703 CCEX 4704	CCEX 4705 CCEX 4706 CCEX 4707 CCEX 4708	CCEX 4709 CCEX 4710 CCEX 4711 CCEX 4712
36	C113	4700	1965	CCEX 4713 CCEX 4714 CCEX 4715 CCEX 4716 CCEX 4717 CCEX 4718 CCEX 4719 CCEX 4720 CCEX 4722 CCEX 4723 CCEX 4725 CCEX 4726	CCEX 4727 CCEX 4729 CCEX 4730 CCEX 4731 CCEX 4733 CCEX 4734 CCEX 4735 CCEX 4736 CCEX 4737 CCEX 4738 CCEX 4739 CCEX 4740	CCEX 4741 CCEX 4742 CCEX 4743 CCEX 4744 CCEX 4745 CCEX 4746 CCEX 4747 CCEX 4748 CCEX 4749 CCEX 4750 CCEX 4751 CCEX 4752 CCEX 4753 CCEX 4754 CCEX 4755 CCEX 4756 CCEX 4757 CCEX 4758 CCEX 4759