

Tina Amico
AVP, Contracts
CIT Rail

AUG 09 '10 -3 18 PM

SURFACE TRANSPORTATION BOARD



August 9, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE: DEGS03003

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a **Memorandum of Lease Agreement** dated as **December 23, 2009**, a **primary** document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: **DEGUSSA ENGINEERED CARBONS, L.P.,**
 A Delaware limited partnership
 7702 FM 1960 East, Suite 100, Box 1
 Humble, TX 77346

Lessor: **The CIT Group/Equipment Financing, Inc.**
 30 South Wacker Drive, Suite 2900
 Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series **ECQX 57612 thru ECQX 57626** as particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: **Memorandum of Railcar Lease.**

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t: 312.906.5907 f: 312.906.5833
Tina.Amico@cit.com

AUG 09 '10 -3 18 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of December, 2009, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, Illinois 60606 (the "Lessor"), and DEGUSSA ENGINEERED CARBONS, L.P. a Delaware limited partnership, with an address at 7702 FM 1960 East, Suite 100, Box 1 Humble, TX 77346 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Master Lease") dated as of December 23, 2009 and Schedule No. 03 thereto dated as of December 23, 2009 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties 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: Jim Keating
Name: JIM KEATING
Title: SVP - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee 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.

DEGUSSA ENGINEERED CARBONS, L.P.

By: Jack Clem
Name: JACK CLEM
Title: SENIOR V.P.

Schedule A

**Evonik Degussa Corporation
Assignment ID #: DEGS03003**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
15	Covered Hopper- Fluidized Butterfly Large	

	<u>Car Initial</u>	<u>Car Number</u>
1	ECQX	57612
2	ECQX	57613
3	ECQX	57614
4	ECQX	57615
5	ECQX	57616
6	ECQX	57617
7	ECQX	57618
8	ECQX	57619
9	ECQX	57620
10	ECQX	57621
11	ECQX	57622
12	ECQX	57623
13	ECQX	57624
14	ECQX	57625
15	ECQX	57626