Tina Amico
VP, Contracts
CIT Rail

RECORDATION NO. 32088
FILED JANUARY 27, 2016 12:24 PM
SURFACE TRANSPORTATION BOARD

January 26, 2016

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

RE: FINA01003

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 September 28, 2015 to 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: Total Petrochemicals & Refining USA, Inc.
1201 Louisiana St., Suite 1800
Houston, TX 77002-77032

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 Car # CEFX 51220 through Car # 51510 as more 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.
If you have any questions or concerns, please contact Krishana Wilkerson at 312.906.5921.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail
Enclosure

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

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

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of Sept, 2015, is made by CIT RAILCAR FUNDING COMPANY, LLC, a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and TOTAL PETROCHEMICALS & REFINING USA, INC., a Delaware corporation, with an address at 1201 Louisiana Street, Suite 1800, Houston, TX 7700277032 (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 31, 2001 and effective as of October 23, 1999, and Schedule No. 03 thereto dated as of September 11, 2002 (the "Schedule"; the Schedule and the Agreement 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.

CIT RAILCAR FUNDING COMPANY, LLC

BY: The CIT GROUP/EQUIPMENT FINANCING, INC., as Manager

By: _____
Name: Jeffrey T Lyttle
Title: SVP

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.

TOTAL PETROCHEMICALS & REFINING USA, INC.

By: _____
Name: PAUL H COLONNA
Title: VP POLYMERS

FINA01003FAMD02CRFU

CONFIDENTIAL

Quantity	Description
70	Plastic Pellet Covered Hopper Cars

1	CEFX	51220
2	CEFX	51228
3	CEFX	51243
4	CEFX	51247
5	CEFX	51248
6	CEFX	51249
7	CEFX	51257
8	CEFX	51264
9	CEFX	51290
10	CEFX	51296
11	CEFX	51298
12	CEFX	51307
13	CEFX	51310
14	CEFX	51312
15	CEFX	51313
16	CEFX	51315
17	CEFX	51317
18	CEFX	51324
19	CEFX	51325
20	CEFX	51326
21	CEFX	51327
22	CEFX	51328
23	CEFX	51329
24	CEFX	51330
25	CEFX	51333
26	CEFX	51335
27	CEFX	51339
28	CEFX	51340
29	CEFX	51341
30	CEFX	51343
31	CEFX	51344
32	CEFX	51346
33	CEFX	51364
34	CEFX	51373
35	CEFX	51375
36	CEFX	51377
37	CEFX	51379
38	CEFX	51384
39	CEFX	51390
40	CEFX	51394
41	CEFX	51395

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42	CEFX	51396
43	CEFX	51400
44	CEFX	51403
45	CEFX	51406
46	CEFX	51411
47	CEFX	51417
48	CEFX	51418
49	CEFX	51427
50	CEFX	51429
51	CEFX	51430
52	CEFX	51432
53	CEFX	51436
54	CEFX	51440
55	CEFX	51441
56	CEFX	51442
57	CEFX	51459
58	CEFX	51475
59	CEFX	51481
60	CEFX	51483
61	CEFX	51484
62	CEFX	51490
63	CEFX	51495
64	CEFX	51498
65	CEFX	51500
66	CEFX	51505
67	CEFX	51506
68	CEFX	51508
69	CEFX	51509
70	CEFX	51510

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