

Tina Amico
VP, Contracts
CIT Rail



RECORDATION NO. 32089
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SURFACE TRANSPORTATION BOARD

January 26, 2016

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

RE: FINA01006

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 7703-77032

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 54292 through Car # CEFX 54590 as more particularly set forth in the equipment schedule attached to this document.

<u>Quantity</u>	<u>Description</u>
124	6,2000 c.f. plastic pellet covered hopper cars

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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th 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 7700377032 (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. 06 thereto dated as of June 1, 2006 (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: [Signature]
Name: Jeffrey T Lytle
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: [Signature]
Name: Paul H. Corona
Title: VP POLYMERS

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Schedule A

	<u>Car Initial</u>	<u>Car Number</u>		<u>Car Initial</u>	<u>Car Number</u>
1	CEFX	54292			
2	CEFX	54299	43	CEFX	54480
3	CEFX	54336	44	CEFX	54481
4	CEFX	54369	45	CEFX	54483
5	CEFX	54393	46	CEFX	54487
6	CEFX	54396	47	CEFX	54488
7	CEFX	54397	48	CEFX	54489
8	CEFX	54399	49	CEFX	54490
9	CEFX	54405	50	CEFX	54491
10	CEFX	54406	51	CEFX	54495
11	CEFX	54409	52	CEFX	54496
12	CEFX	54414	53	CEFX	54498
13	CEFX	54415	54	CEFX	54499
14	CEFX	54417	55	CEFX	54504
15	CEFX	54418	56	CEFX	54505
16	CEFX	54419	57	CEFX	54507
17	CEFX	54422	58	CEFX	54508
18	CEFX	54424	59	CEFX	54509
19	CEFX	54426	60	CEFX	54511
20	CEFX	54430	61	CEFX	54512
21	CEFX	54437	62	CEFX	54514
22	CEFX	54439	63	CEFX	54517
23	CEFX	54440	64	CEFX	54518
24	CEFX	54441	65	CEFX	54524
25	CEFX	54443	66	CEFX	54525
26	CEFX	54445	67	CEFX	54526
27	CEFX	54446	68	CEFX	54527
28	CEFX	54449	69	CEFX	54530
29	CEFX	54451	70	CEFX	54531
30	CEFX	54452	71	CEFX	54532
31	CEFX	54453	72	CEFX	54533
32	CEFX	54454	73	CEFX	54534
33	CEFX	54455	74	CEFX	54535
34	CEFX	54457	75	CEFX	54536
35	CEFX	54460	76	CEFX	54537
36	CEFX	54462	77	CEFX	54538
37	CEFX	54463	78	CEFX	54539
38	CEFX	54467	79	CEFX	54540
39	CEFX	54468	80	CEFX	54541
40	CEFX	54469	81	CEFX	54542
41	CEFX	54470	82	CEFX	54543
42	CEFX	54475	83	CEFX	54544

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84	CEFX	54545	105	CEFX	54567
85	CEFX	54546	106	CEFX	54568
86	CEFX	54547	107	CEFX	54569
87	CEFX	54548	108	CEFX	54570
88	CEFX	54549	109	CEFX	54573
89	CEFX	54550	110	CEFX	54576
90	CEFX	54551	111	CEFX	54577
91	CEFX	54552	112	CEFX	54578
92	CEFX	54553	113	CEFX	54579
93	CEFX	54554	114	CEFX	54580
94	CEFX	54556	115	CEFX	54581
95	CEFX	54557	116	CEFX	54582
96	CEFX	54558	117	CEFX	54583
97	CEFX	54559	118	CEFX	54584
98	CEFX	54560	119	CEFX	54585
99	CEFX	54561	120	CEFX	54586
100	CEFX	54562	121	CEFX	54587
101	CEFX	54563	122	CEFX	54588
102	CEFX	54564	123	CEFX	54589
103	CEFX	54565	124	CEFX	54590
104	CEFX	54566			

