

Tina Amico
VP, Contracts
CIT Rail



RECORDATION NO. 32087
FILED JANUARY 27, 2016 12:13 PM
SURFACE TRANSPORTATION BOARD

January 26, 2016

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

RE: FINA02101

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 # FLOX 62100 through Car # FLOX 62224 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of Sept, 2015, is made by FLEX LEASING I, 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 Car Lease Agreement (the "Lease") dated as of August 1997, and Schedule No. 01 thereto dated as of August 1997 (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.

FLEX LEASING I, LLC

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 COLONNA
Title: VP POLYMERS

<u>Quantity</u>	<u>Description</u>
120	6,245 cfc 110 ton, lined covered hopper cars

Car Initial Car Number

1 FLOX 62100
2 FLOX 62101
3 FLOX 62102
4 FLOX 62103
5 FLOX 62104
6 FLOX 62105
7 FLOX 62106
8 FLOX 62107
9 FLOX 62108
10 FLOX 62109
11 FLOX 62110
12 FLOX 62111
13 FLOX 62112
14 FLOX 62113
15 FLOX 62114
16 FLOX 62115
17 FLOX 62116
18 FLOX 62117
19 FLOX 62118
20 FLOX 62119
21 FLOX 62120
22 FLOX 62121
23 FLOX 62122
24 FLOX 62124
25 FLOX 62125
26 FLOX 62126
27 FLOX 62127
28 FLOX 62128
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117	FLOX	62221
118	FLOX	62222
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