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ELIAS C. ALVORD (1942)  
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September 4, 2014

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Schedule No. 3, dated as of August 29, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Lessee: Equistar Chemicals, LP  
1221 McKinney Street, Suite 300  
Houston, TX 77010

Section Chief  
September 4, 2014  
Page 2

A description of the railroad equipment covered by the enclosed document is:

65 covered hopper railcars: AOKX 90135 – AOKX 90199.

A short summary of the document to appear in the index is:

Memorandum of Lease Schedule No. 3.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 3

This Memorandum of Schedule No. 3 dated August 29, 2014, relates to that certain Schedule No. 3 dated as of January 31, 2014, as amended ("Schedule No. 3") to a Lease Agreement made and entered into as of August 1, 2013 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Equistar Chemicals, LP, a Delaware limited partnership ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty-five (65) newly built, 6,250 c.f., lined covered hopper railcars bearing reporting marks and numbers as indicated in the Rail Equipment List attached as Exhibit A.
2. Schedule No. 3 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 3, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager 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.*

GREENBRIER LEASING COMPANY LLC

BY: [Signature]

NAME: Larry Stanley

TITLE: Senior Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its governing body 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.*

EQUISTAR CHEMICALS, LP

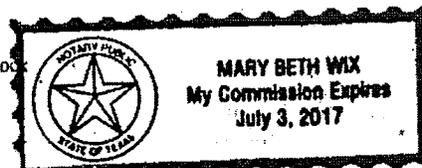
BY: [Signature]

NAME: TIMOTHY D. ROBERTS

TITLE: EXECUTIVE VICE PRESIDENT

Signed before me this 3<sup>rd</sup> day of September, 2014

[Signature]  
Notary Public for State of Texas  
My commission Expires: 7.3.2017



**EXHIBIT A**

**RAIL EQUIPMENT LIST**

AOKX 90135 through AOKX 90199, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/4/14

Edward M Luria  
Edward M. Luria