

REGISTRATION NO. 14981 X
FILED 1986
JUN 13 1986 - 10 45 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO RAIL CAR LEASE

THIS AMENDMENT TO RAIL CAR LEASE is made and entered into as of the 15th day of May, 1986, by and between HUNTSMAN CHEMICAL CORPORATION, a Utah corporation (hereinafter "Huntsman"), and SHELL OIL COMPANY, a Delaware corporation (hereinafter "Shell").

RECITALS:

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A. Pursuant to that certain Rail Car Lease, dated March 18, 1983, entered into by and between Huntsman, as Lessee therein, and Shell, as Lessor therein (hereinafter the "Lease"), Shell agreed to lease various rail cars to Huntsman.

B. According to Section 1 of the Lease, the actual rail cars to be leased by Shell to Huntsman are identified in Exhibits A, B and C attached to the Lease.

C. At the time the Lease was entered into, Shell agreed to lease to Huntsman, pursuant to Attachment A to Exhibit A attached to the Lease (hereinafter sometimes "Attachment A"), 52 unidentified rail cars from a pool of approximately 164 rail cars, and Huntsman and Shell agreed that Attachment A would be amended to reflect the actual 52 rail cars subject to the Lease pursuant to Exhibit A thereto (hereinafter sometimes "Exhibit A") at such time as the rail cars were determined.

D. The parties hereto have determined and agreed which 52 rail cars are subject to the Lease pursuant to Exhibit A.

E. As contemplated at the time the Lease was executed, Huntsman and Shell now desire to amend Attachment A in order to identify with particularity the 52 rail cars which are subject to the Lease pursuant to Exhibit A.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and contained in the Lease, and for other good and valuable consideration, receipt and sufficiency of which are acknowledged, Huntsman and Shell hereby agree as follows:

1. Attachment A to Exhibit A attached to the Lease is hereby modified to read in its entirety as follows:

"ATTACHMENT A
TO
EXHIBIT A

(Attached to and forming a part of the Rail Car Lease between Huntsman Chemical Corporation, as Lessee, and Shell Oil Company, as Lessor)

SUMMARY OF HOPPER CARS LEASED TO HUNTSMAN

The following 52 rail cars shall be leased by Shell to Huntsman pursuant to the provisions of this Lease:

<u>CAR NUMBER</u>	<u>DATE BUILT NEW</u>	<u>CAR NUMBER</u>	<u>DATE BUILT NEW</u>
SCPX 5201	1966	SCPX 5277	1974
SCPX 5202	1966	SCPX 5279	1974
SCPX 5203	1966	SCPX 5283	1974
SCPX 5206	1966	SCPX 5290	1975
SCPX 5208	1966	SCPX 5291	1975
SCPX 5211	1967	SCPX 5294	1975
SCPX 5213	1967	SCPX 5296	1975
SCPX 5214	1967	SCPX 5297	1975
SCPX 5221	1967	SCPX 5302	1975
SCPX 5222	1967	SCPX 5304	1975
SCPX 5225	1967	SCPX 5309	1975
SCPX 5229	1968	SCPX 5315	1975
SCPX 5231	1968	SCPX 5321	1975
SCPX 5232	1968	SCPX 5325	1975
SCPX 5235	1968	SCPX 5332	1975
SCPX 5241	1968	SCPX 5336	1975
SCPX 5242	1968	SCPX 5338	1975
SCPX 5243	1968	SCPX 5373	1976
SCPX 5258	1968	SCPX 5375	1976
SCPX 5262	1972	SCPX 5377	1976
SCPX 5263	1972	SCPX 5382	1976
SCPX 5264	1972	SCPX 5383	1976
SCPX 5268	1972	SCPX 5387	1976
SCPX 5271	1974	SCPX 5389	1976
SCPX 5273	1974	SCPX 5390	1976
SCPX 5276	1974	SCPX 5392	1976

The 52 rail cars identified in this Attachment A shall be leased by Shell to Huntsman at a monthly rental charge of \$205.00 per car."

2. This Amendment shall not be deemed to amend or modify the Lease except as herein specifically provided. The Lease, as amended hereby, shall be and remain in full force and effect and enforceable in accordance with its terms.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective duly authorized representatives as of the day and year first above written.

HUNTSMAN:

HUNTSMAN CHEMICAL CORPORATION, a
Utah corporation

By T. A. Paul
Title VICE PRESIDENT

SHELL:

SHELL OIL COMPANY, a Delaware
corporation

By E. C. [Signature]
Title Mgr - LAND TRANSPORTATION

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STATE OF UTAH)
)
) ss.
COUNTY OF SALT LAKE)

On the 15th day of May, 1986, before me personally appeared, TERRY R. PARKER, to me personally known, who being by me duly sworn, says that he is a Vice President of HUNTSMAN CHEMICAL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathryn K. Shelton
NOTARY PUBLIC
Residing at Salt Lake City, Utah

My Commission Expires:

9-28-87

STATE OF TEXAS)
)
) ss.
COUNTY OF HARRIS)

On the 15th day of May, 1986, before me personally appeared, E. D. Olmo, to me personally known, who being by me duly sworn, says that he is a Manager - Land Transportation of SHELL OIL COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judith Haynes
NOTARY PUBLIC
Residing at Houston, Texas

My Commission Expires:

November 27, 1986

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