

RECORDATION NO. 20648-B,C FILED ↑

JUL 11 '97 11-40AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 11, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement No. 2 and a Bill of Sale, both dated as of July 11, 1997, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Memorandum of Lease which was previously filed with the Commission under Recordation Number 20648.

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

Supplement No. 2

Lessor: Norlease, Inc.  
50 South LaSalle Street  
Chicago, Illinois 60604

Lessee: Huntsman Chemical Corporation  
500 Huntsman Way  
Salt Lake City, Utah 84108

*Counterparts - [Signature]*

JUL 11 11 40 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
July 11, 1997  
Page 2

Bill of Sale

Seller: Union Tank Car Company  
111 West Jackson Street  
Chicago, Illinois 60604

Buyer: Norlease, Inc.  
50 South LaSalle Street  
Chicago, Illinois 60675

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

one hundred eighteen (118) hopper cars UTCX 50620  
through UTCX 50737, inclusive

Also enclosed is a check in the amount of \$48.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

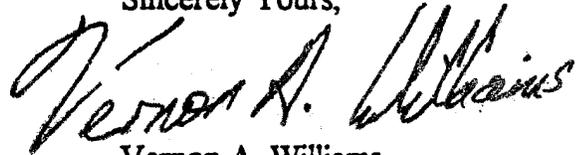
Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 7/11/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 7/11/97 at 11:40AM, and  
assigned recordation number(s). 20648-B and 20648-C.

Sincerely Yours,

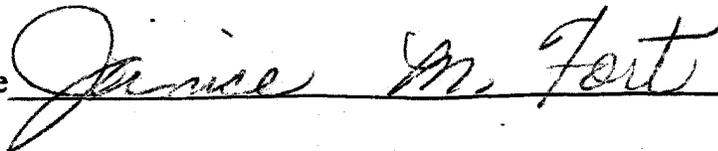


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE  
SUPPLEMENT NO. 2

RECORDATION NO. 20648-B FILED

JUL 11 '97 11-40AM

This Memorandum of Lease Supplement No. 2, dated as of July 11, 1997, between NORLEASE, INC., a Delaware Corporation, as lessor (the "Lessor"), and HUNTSMAN CHEMICAL CORPORATION, a Utah corporation, as lessee (the "Lessee").

W I T N E S S E T H:

1. Lessor and Lessee have entered into that certain Railcar Lease Agreement (the "Lease") dated as of April 18, 1997. All capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Lease.
2. A memorandum of said Lease was recorded with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, in each case on April 18, 1997.
3. Lessor has agreed pursuant to the Lease to furnish to Lessee, and Lessee has agreed to lease from Lessor, each of the one hundred eighteen (118) 5800-cubic foot hopper cars (the "Railcars") manufactured by Thrall Car Manufacturing Co. with interior coating, Salco vented hatch covers bearing the railroad reporting markings set forth on Exhibit A attached hereto and made a part hereof.
4. The Lease, as supplemented by Lease Supplement No. 2, shall be effective as to the Railcars as of the date first set forth hereinabove and shall continue throughout the term set forth therein.

[signature pages follow]

IN WITNESS WHEREOF, the parties have caused this memorandum to be duly executed and delivered as of the date first above written.

NORLEASE, INC.

By: Linda O'Malloran  
Name: Linda O'Halloran  
Title: Leasing officer

HUNTSMAN CHEMICAL CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties have caused this memorandum to be duly executed and delivered as of the date first above written.

NORLEASE, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

HUNTSMAN CHEMICAL CORPORATION

By: J. Kimo Esplin  
Name: J. Kimo Esplin  
Title: Vice President, Finance

STATE OF ILLINOIS            )  
  ):  
COUNTY OF COOK            )

On this 14<sup>th</sup> day of July, 1997, before me personally appeared LINDA O'HANORAN, to me personally known, who being by me duly sworn, says that he is the OFFICER of Norlease, Inc.; that the foregoing instrument was signed on behalf of Norlease, Inc. and that he has been duly authorized by all necessary corporate action to execute the foregoing instrument; and he acknowledged that the execution of the foregoing instrument was the free act and deed of Norlease, Inc.

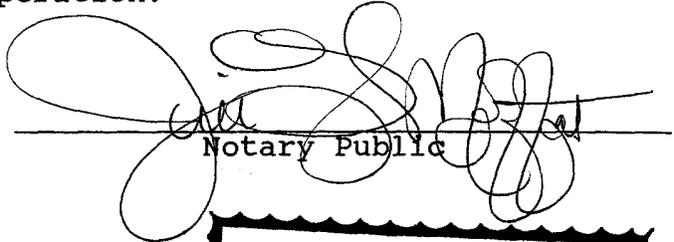
Kimberlei Jamieson  
Notary Public

(SEAL)

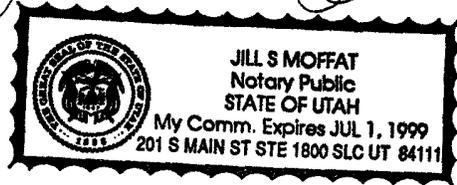


STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE )

On this <sup>9th</sup> day of July, 1997, before me personally appeared J. Kimo Esplin, to me personally known, who being by me duly sworn, says that he is Vice President, Finance of Huntsman Chemical Corporation; that the foregoing instrument was signed 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.

  
Notary Public

(SEAL)



0171923.03

**RAILCARS**

The Railcars are comprised of one hundred eighteen (118) 5800-cubic foot hopper cars manufactured by Thrall Car Manufacturing Co. with interior coating and Salco vented hatch covers, as more fully described below:

<u>Number of Railcars</u>	<u>Size and Type of Railcars</u>	<u>Manufacturer</u>	<u>Reporting Marks</u>
118	5,800-cubic foot covered hopper cars	Thrall Car Manufacturing Co.	UTCX 50620 through UTCX 50737 (inclusive)