

RECORDATION NO. 20648-B.C FILED ↑

JUL 11 '97 11-40AM

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ELIAS C. ALVORD (1942)
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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

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Counterparts - *gph*

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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

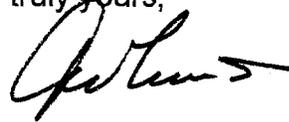
A description of the railroad equipment covered by the enclosed documents is:

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

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BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS;

THAT UNION TANK CAR COMPANY (the "Seller"), with its principal place of business at 111 West Jackson Street, Chicago, Illinois 60604, is the owner of the full legal and beneficial title to the railcars listed on Exhibit A attached hereto (the "Railcars").

THAT for and in consideration of the sum of \$1.00 and other valuable consideration the Seller does this 11th day of July, 1997, grant, convey, transfer, bargain and sell, deliver and set over all of the Seller's right, title and interest in and to the Railcars unto NORLEASE, INC. (the "Buyer") and unto its successors and assigns forever.

THAT the Seller hereby warrants to the Buyer that there is hereby conveyed to the Buyer on the date hereof title to the Cars free and clear of all liens, claims, security interests or other encumbrances of every nature and kind caused, directly or indirectly, by the acts or omissions of the Seller, and that it will warrant and defend such title forever against all such claims and demands.

THIS BILL OF SALE is delivered by the Seller to the Buyer in Chicago, Illinois, and shall be governed by and construed in accordance with the laws of the State of Illinois, excluding the conflict of laws rules thereof.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed in its name by a duly authorized officer this 11th day of July, 1997.

UNION TANK CAR COMPANY

By: *MJ Farnette*
Its: VICE PRESIDENT

STATE OF ILLINOIS)
)SS
COUNTY OF COOK)

On this 7th day of July, 1997, before me personally appeared M.J. GARRETTE, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of UNION TANK CAR COMPANY, that the foregoing 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.



Sandra R. Toman
Notary Public

[NOTARIAL SEAL]

My commission expires: 4/18/98

EXHIBIT A

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)