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May 14, 1999

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. **22165** FILED

MAY 17 '99

9-45AM



Dear Janice,

Enclosed are two (2) originals of the Memorandum of Railcar Lease Agreement dated as of February 22, 1999 between the following parties:

Lessor: CIT GROUP/EQUIPMENT FINANCING, INC.

Lessee: AMOCO CHEMICALS COMPANY

The equipment involved in this transaction is as follows:

Equipment: 50 -6221 C.F. CAPACITY COVERED HOPPER CARS

Please file this Memorandum and return one (1) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

MEMORANDUM OF RAILCAR LEASE

MAY 17 '99

9-45AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22nd day of February, 1999 is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Amoco Chemicals Company, a Illinois corporation, with an address at 801 Warrenville Road, Lisle, IL 60532 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

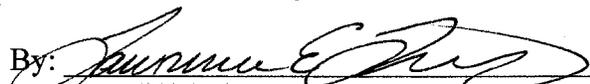
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 22, 1999 covering the equipment listed on Schedule A hereto (the "Equipment");

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.

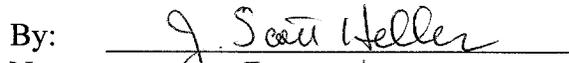
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

AMOCO CHEMICALS COMPANY

By: Name: J. SCOTT HELLERTitle: SUPERVISOR, RAIL EQUIPMENT

STATE OF)
) SS:
COUNTY OF)

On this 17 day of Feb., 19 99 before me personally appears J. SCOTT HELLER, to me personally known, who by me duly sworn, says that he/she is the supervisor of rail equipment of AMOCO CHEMICALS COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Christine B. Geraci
Notary Public

[SEAL]

My Commission expires: 4/4/02

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this _____ day of _____, 19 _____ before me personally appears _____, to me personally known, who by me duly sworn, says that he/she is the _____ of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

[SEAL]

My Commission expires

STATE OF)
) SS:
COUNTY OF)

On this _____ day of _____, 19____ before me personally appears _____, to me personally known, who by me duly sworn, says that he/she is the _____ of AMOCO CHEMICALS COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 22nd day of February, 1999 before me personally appears Lawrence Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5066133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires _____ 1999

9-3-00

Schedule A

| | | | |
|----|------------|----|------------|
| 1 | CEFX 50156 | 26 | CEFX 50275 |
| 2 | CEFX 50203 | 27 | CEFX 50276 |
| 3 | CEFX 50250 | 28 | CEFX 50277 |
| 4 | CEFX 50251 | 29 | CEFX 50278 |
| 5 | CEFX 50252 | 30 | CEFX 50279 |
| 6 | CEFX 50253 | 31 | CEFX 50280 |
| 7 | CEFX 50254 | 32 | CEFX 50281 |
| 8 | CEFX 50255 | 33 | CEFX 50282 |
| 9 | CEFX 50256 | 34 | CEFX 50283 |
| 10 | CEFX 50257 | 35 | CEFX 50284 |
| 11 | CEFX 50258 | 36 | CEFX 50285 |
| 12 | CEFX 50259 | 37 | CEFX 50286 |
| 13 | CEFX 50260 | 38 | CEFX 50287 |
| 14 | CEFX 50261 | 39 | CEFX 50288 |
| 15 | CEFX 50262 | 40 | CEFX 50289 |
| 16 | CEFX 50263 | 41 | CEFX 50290 |
| 17 | CEFX 50264 | 42 | CEFX 50291 |
| 18 | CEFX 50265 | 43 | CEFX 50292 |
| 19 | CEFX 50266 | 44 | CEFX 50293 |
| 20 | CEFX 50267 | 45 | CEFX 50294 |
| 21 | CEFX 50268 | 46 | CEFX 50295 |
| 22 | CEFX 50269 | 47 | CEFX 50296 |
| 23 | CEFX 50270 | 48 | CEFX 50297 |
| 24 | CEFX 50271 | 49 | CEFX 50298 |
| 25 | CEFX 50274 | 50 | CEFX 50299 |