

**FULBRIGHT & JAWORSKI  
L.L.P.**

TELEPHONE: 202/662-0200  
TELEX: 197471  
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A REGISTERED LIMITED LIABILITY PARTNERSHIP  
801 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20004-2604

HOUSTON  
WASHINGTON, D.C.  
AUSTIN  
SAN ANTONIO  
DALLAS  
NEW YORK  
LOS ANGELES  
LONDON  
HONG KONG

**JAMES F. MORIARTY**  
PARTNER  
DIRECT DIAL: 202/662-4690

RECORDATION NO. **19626** FILED

**SEP 29 1995 - 12 35 PM**

September 29, 1995  
INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423-0001

Re: Primary and Secondary Documents for Recordation at the Interstate  
Commerce Commission

Dear Mr. Williams:

Pursuant to the provisions of 49 U.S.C. § 11303 and 49 C.F.R. Part 1177  
(1994), enclosed please find an original and one copy of the primary and secondary  
documents described below for recordation at the Interstate Commerce Commission.

- (i) Primary Document - Equipment Lease Agreement dated September 1,  
1995.

The names and addresses of the parties to this document are:

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Lessee: Solvay Polymers, Inc.  
3333 Richmond Avenue  
Houston, Texas 77098

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

Lease Agreement between Wilmington Trust  
Company, as lessor, and Solvay Polymers, Inc., as  
lessee, dated as of September 1, 1995.

- (ii) Primary Document - Trust Indenture and Security Agreement dated  
September 1, 1995.

*H. Wang*  
*Country arts - Wang*

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 29 12 32 PM '95  
LICENSING BRANCH

The names and addresses of the parties to this document are:

Owner Trustee:           Wilmington Trust Company  
                                  1100 North Market Street  
                                  Wilmington, Delaware 19890-0001

Indenture Trustee:       Shawmut Bank Connecticut, National Association  
                                  777 Main Street  
                                  Hartford, Connecticut 06119

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

Trust Indenture and Security Agreement between  
Wilmington Trust Company, as owner trustee, and  
Shawmut Bank Connecticut, National Association, as  
indenture trustee, dated as of September 1, 1995.

(iii) Secondary Document - Lease Supplement No. 1 dated September 29,  
1995.

The names and addresses of the parties to this document are:

Lessor:                    Wilmington Trust Company  
                                  1100 North Market Street  
                                  Wilmington, Delaware 19890-0001

Lessee:                    Solvay Polymers, Inc.  
                                  3333 Richmond Avenue  
                                  Houston, Texas 77098

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

Supplement to Equipment Lease Agreement between  
Wilmington Trust Company, as lessor, and Solvay  
Polymers, Inc., as lessee, dated as of September 29,  
1995.

Honorable Vernon A. Williams  
September 29, 1995  
Page 3

- (iv) Secondary Document - Indenture Supplement No. 1 dated September 29, 1995.

The names and addresses of the parties to this document are:

Owner Trustee:           Wilmington Trust Company  
                                  1100 North Market Street  
                                  Wilmington, Delaware 19890-0001

Indenture Trustee:       Shawmut Bank Connecticut, National Association  
                                  777 Main Street  
                                  Hartford, Connecticut 06119

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

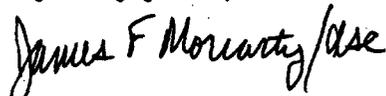
Supplement to Trust Indenture and Security Agreement between Wilmington Trust Company, as owner trustee, and Shawmut Bank Connecticut, National Association, as indenture trustee, dated as of September 29, 1995.

A description of the equipment covered by these documents follows:

100 Center Flow® covered hopper rail cars of 5,800 cu. ft. capacity initialled ELTX and numbered 4000 through 4099, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

A fee of \$84 is enclosed as payment of the required recordation fees. Kindly stamp and return the three additional copies provided. Should you have any questions or require further information, please do not hesitate to contact me or David Cohen (662-4768).

Very truly yours,



James F. Moriarty

Enclosures  
Via Hand Delivery

RECORDATION NO. ~~19628~~ ED 1425  
SEP 29 1995 -12 35 PM  
INTERSTATE COMMERCE COMMISSION

-A

**LEASE SUPPLEMENT NO. 1**

(Solvay Polymers Equipment Trust 1995)

Dated September 29, 1995

Between

**WILMINGTON TRUST COMPANY,**

not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement dated as of September 1, 1995, between the Owner Participant and Wilmington Trust Company in its individual capacity

Lessor,

and

**SOLVAY POLYMERS, INC.,**

Lessee

THIS LEASE SUPPLEMENT HAS BEEN EXECUTED IN COUNTERPARTS. TO THE EXTENT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER WITHIN THE MEANING OF ANY APPLICABLE UNIFORM COMMERCIAL CODE PROVISION, NO SECURITY INTEREST IN THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART, WHICH SHALL BE IDENTIFIED FOR SUCH PURPOSES AS THE COUNTERPART CONTAINING THE RECEIPT THEREFOR EXECUTED BY THE INDENTURE TRUSTEE ON THE SIGNATURE PAGE THEREOF.

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FILED WITH THE INTERSTATE COMMERCE COMMISSION PURSUANT TO 49.U.S.C. § 11303 ON SEPTEMBER 29, 1995, AT \_\_\_\_\_M. RECORDATION NUMBER: \_\_\_\_\_ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 90 OF THE RAILWAY ACT OF CANADA ON SEPTEMBER 29, 1995, AT \_\_\_\_\_M.

LEASE SUPPLEMENT NO. 1

(Solvay Polymers Equipment Trust 1995)

This LEASE SUPPLEMENT NO. 1, dated September 29, 1995, is entered into between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement that creates the trust identified under the title hereof, and Solvay Polymers, Inc., a Delaware corporation.

A. The Lessor and the Lessee have heretofore entered into the Lease to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes and upon the terms and conditions set forth in Sections 2(b) and/or 28(b) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of September 1, 1995, among Solvay Polymers, Inc., Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. The Lessor does hereby lease to the Lessee, and the Lessee does hereby lease from the Lessor, the Equipment described in Schedule I to this Lease Supplement, which shall hereafter constitute a part of the Equipment and be subject to the Lease (in accordance with Section 2(a) thereof).

3. The Lessee has had an opportunity to inspect, and has inspected, the Equipment and has received a bill of sale from either the manufacturer or seller of each Item of Equipment described in Schedule I hereto.

4. The Transaction Costs are \$188,891.

5. The Basic Term Commencement Date for the Equipment described in Schedule I is March 28, 1996.

6. The Basic Lease Term for the Equipment described in Schedule I shall end on July 1, 2017.

7. The EBO Date for the Equipment listed on Schedule I is July 1, 2013.

8. The Debt Rate applicable to the Equipment listed on Schedule I is 7.52%.

9. The Equipment Cost and Basic Rent for each Item of Equipment is set forth in Schedule I attached hereto.

10. Schedule I attached hereto sets forth the Basic Rent Factors and the percentages for determining the Stipulated Loss Value, Termination Value and EBO Price for each Item of Equipment set forth thereon and as may be necessary, and amends Schedule II to the Participation Agreement with respect to those values.

11. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. To the extent that this Lease Supplement constitutes chattel paper, within the meaning of any applicable Uniform Commercial Code provision no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart other than the original executed counterpart, which shall be identified for such purposes as the counterpart containing the receipt therefor executed by the Indenture Trustee on the signature page thereof.

12. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

13. This Lease Supplement shall in all respects be governed by and construed in accordance with the State of New York without regard to principles of conflicts of law.

***[SIGNATURES ON FOLLOWING PAGE]***

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY,  
not in its individual capacity, except as  
otherwise expressly provided for in the Lease,  
but solely as trustee under the Trust  
Agreement dated as of September 1, 1995  
between the Owner Participant and  
Wilmington Trust Company in its individual  
capacity

By   
\_\_\_\_\_  
Patricia A. Evans  
Financial Services Officer

SOLVAY POLYMERS, INC.

By   
\_\_\_\_\_  
G. N. Miertschin  
Vice President, Commercial Operations

Attachment



**SCHEDULE I**

to

**LEASE SUPPLEMENT NO. 1**

**(Solvay Polymers Equipment Trust 1995)**

**(Pursuant to Clause 2 of the Lease Supplement)**

**100 Center Flow® covered hopper rail cars of 5,800 cu. ft. capacity initialled ELTX and numbered 4000 through 4099, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.**

**(Pursuant to Clause 9 of the Lease Supplement)**

**Equipment Cost for each Item of Equipment \$65,587.**

**(Pursuant to Clause 10 of the Lease Supplement)**

**See Annex A attached hereto.**