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RECORDATION NO. 17918-C

FILED 1423

2-230A067

AUG 17 1992 -3 10 PM

INTERSTATE COMMERCE COMMISSION

August 17, 1992

RECORDATION NO. 17918-B

FILED 1423

AUG 17 1992 -3 10 PM

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT

TOKYO
AUG 17 3 03 PM '92

BY HAND DELIVERY

Mr. Sidney L. Strickland
Secretary, Interstate Commerce
Commission
Washington, D.C.

Dear Ms. McGee:

I have enclosed an original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

1. This document is Lease Schedule No. 1, a secondary document, and is dated August 17, 1992. The primary document to which this is connected is recorded under recordation number 17918.

The names and addresses of the parties to the documents are as follows:

Lessor:

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

Lessee:

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

A description of the equipment covered by the document follows: two hundred sixty-eight 5800 cu. ft. plastic pellet covered hopper cars manufactured by ACF Industries Incorporated, ELTX Nos. 2000 - 2010, 2012 - 2127, 2129 - 2131, 2133 - 2151, 2153 - 2166, 2168 - 2200, 2202 - 2219, 2221 - 2235, 2238, 2240 - 2243, 2245 - 2247, 2249 - 2251, 2253 - 2256, 2258 - 2263, 2265, 2267 - 2268, 2270 - 2273, 2275 - 2277, 2280, 2282, 2284 - 2287, 2290 - 2291.

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August 17, 1992
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A short summary of the document to appear in the index follows:

Lease Schedule No. 1, dated August 17, 1992, to the Lease Agreement between the Connecticut National Bank, as Trustee, as Lessor, and Solvay Polymers, Inc., as Lessee, with recordation number 17918, dated as of August 1, 1992, covering two hundred sixty-eight 5800 cu. ft. plastic pellet covered hopper cars manufactured by ACF Industries Incorporated, ELTX Nos. 2000 - 2010, 2012 - 2127, 2129 - 2131, 2133 - 2151, 2153 - 2166, 2168 - 2200, 2202 - 2219, 2221 - 2235, 2238, 2240 - 2243, 2245 - 2247, 2249 - 2251, 2253 - 2256, 2258 - 2263, 2265, 2267 - 2268, 2270 - 2273, 2275 - 2277, 2280, 2282, 2284 - 2287, 2290 - 2291.

2. This document is Supplement No. 1 to Security Agreement, and is dated August 17, 1992. The primary document to which this is connected is recorded under recordation number 17918-A.

The names and addresses of the parties to the documents are as follows:

Debtor and Lessor:

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

Lenders:

Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, Massachusetts 01111-0001

MML Pension Insurance Company
1295 State Street
Springfield, Massachusetts 01111-0001

A description of the equipment covered by the document follows: two hundred sixty-eight 5800 cu. ft. plastic pellet covered hopper cars manufactured by ACF Industries Incorporated, ELTX Nos. 2000 - 2010, 2012 - 2127, 2129 - 2131, 2133 - 2151,

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2153 - 2166, 2168 - 2200, 2202 - 2219, 2221 - 2235, 2238, 2240 -
2243, 2245 - 2247, 2249 - 2251, 2253 - 2256, 2258 - 2263, 2265,
2267 - 2268, 2270 - 2273, 2275 - 2277, 2280, 2282, 2284 - 2287,
2290 - 2291.

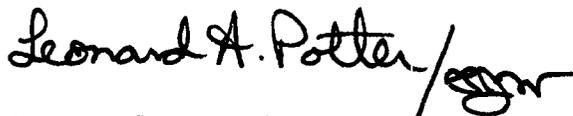
A short summary of the document to appear in the index follows:

Supplement No. 1, dated August 17, 1992, to the Security Agreement between the Connecticut National Bank, as Trustee (Debtor), and Massachusetts Mutual Life Insurance Company and MML Pension Insurance Company (Lenders) with recordation number 17918-A, dated as of August 1, 1992, covering two hundred sixty-eight 5800 cu. ft. plastic pellet covered hopper cars manufactured by ACF Industries Incorporated, ELTX Nos. 2000 - 2010, 2012 - 2127, 2129 - 2131, 2133 - 2151, 2153 - 2166, 2168 - 2200, 2202 - 2219, 2221 - 2235, 2238, 2240 - 2243, 2245 - 2247, 2249 - 2251, 2253 - 2256, 2258 - 2263, 2265, 2267 - 2268, 2270 - 2273, 2275 - 2277, 2280, 2282, 2284 - 2287, 2290 - 2291.

A fee of \$32.00 is enclosed. Please return the originals and any extra copies not needed by the Commission for recordation to:

Leonard A. Potter, Esq.
Morgan, Lewis & Bockius
101 Park Avenue
New York, New York 10178

Very truly yours,



Leonard A. Potter, as
representative in fact of The
Connecticut National Bank

Enclosures
LAP/11

LEASE SCHEDULE

Master Equipment
Lease Agreement No. 1992-1

Master Equipment
Lease Agreement Date: as of August 1, 1992

Lease Schedule No.: 1

Lease Schedule Date: August 17, 1992

Between THE CONNECTICUT NATIONAL BANK, as Owner Trustee (Lessor)
and SOLVAY POLYMERS, INC. (Lessee).

1. Equipment Description: Manufacturer and Serial
Number

| <u>Quantity</u> | <u>Item</u> | <u>Number</u> |
|-----------------|---|---|
| 268 | 5800 cu. ft. plastic pellet covered hopper cars | ACF Industries Incorporated; ELTX Nos: See Addendum |
2. Equipment location:
The above Equipment is to be delivered to La Porte, Texas
3. Billing Address:
3333 Richmond Avenue, Houston, TX 77098, Attn: Accounts
Payable
4. Original Rental Term:
The date hereof through February 12, 2013
5. Rental for original Rental Terms:
payable per attached Exhibit A
6. Acquisition Cost: \$13,137,088; Cost per car: \$49,018.99
7. Stipulated Loss Value: As of any date set forth on
Exhibit B hereto, the percentage of Acquisition Cost
listed opposite such date, which amount includes all rent
due or accrued, on a per diem basis, through such date.
8. Interest Rate on Late Payments: 10.17% per annum

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INTERSTATE COMMERCE COMMISSION

9. THIS SCHEDULE AND ITS TERMS AND CONDITIONS ARE HEREBY INCORPORATED BY REFERENCE IN THE ABOVE MASTER EQUIPMENT LEASE AGREEMENT. LESSEE PERMITS LESSOR TO INSERT MODEL AND SERIAL NUMBERS OF EQUIPMENT WHEN DETERMINED BY LESSOR.

THE CONNECTICUT NATIONAL BANK, not in its individual capacity but solely as Trustee under a Trust Agreement dated as of August 1, 1992

(Lessor)

SOLVAY POLYMERS, INC.
(Lessee)

By: 
Title: Corporate Trust Officer
Date: _____

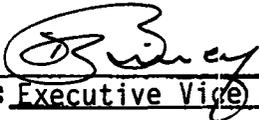
By: _____
Title: _____
Date: _____

9. THIS SCHEDULE AND ITS TERMS AND CONDITIONS ARE HEREBY INCORPORATED BY REFERENCE IN THE ABOVE MASTER EQUIPMENT LEASE AGREEMENT. LESSEE PERMITS LESSOR TO INSERT MODEL AND SERIAL NUMBERS OF EQUIPMENT WHEN DETERMINED BY LESSOR.

THE CONNECTICUT NATIONAL BANK, not in its individual capacity but solely as Trustee under a Trust Agreement dated as of August 1, 1992
(Lessor)

SOLVAY POLYMERS, INC.
(Lessee)

By: _____
Title: _____
Date: _____

By: 
Title: Executive Vice President & General Manager
Date: _____

ADDENDUM

ELTX NOS:

2000 - 2010
2012 - 2127
2129 - 2131
2133 - 2151
2153 - 2166
2168 - 2200
2202 - 2219
2221 - 2235
2238
2240 - 2243
2245 - 2247
2249 - 2251
2253 - 2256
2258 - 2263
2265
2267 - 2268
2270 - 2273
2275 - 2277
2280
2282
2284 - 2287
2290 - 2291