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DIAL DIRECT (212) 309-6123

17918-E

OCT 8 1992 - 10 45 AM

October 8, 1992

INTERSTATE COMMERCE COMMISSION

OCT 8 1992 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce
Commission
Washington, D.C.

Dear Ms. Lee:

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

The first document is Lease Schedule No. 2, a secondary document, and is dated October 8, 1992. The primary document to which this is connected is recorded under recordation number 17918.

The names and addresses of the parties to Lease Schedule No. 2 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: one hundred seven (107) 5800 cu. ft. plastic pellet covered hopper cars manufactured by ACF Industries Incorporated, ELTX Nos. 2011, 2128, 2132, 2152, 2167, 2201, 2220, 2236, 2237, 2239, 2244, 2248, 2252, 2257, 2264, 2266, 2269, 2274, 2278, 2279, 2281, 2283, 2288, 2289 and 2292 through 2374.

Handwritten signature: Mark O. Berry

NOTOR OFFICE (212) 309-8000

17918-E

OCT 10 10 34 AM '92

MORGAN, LEWIS & BOCKIUS

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

Lease Schedule No. 2, dated as of October 8, 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 one hundred seven (107) 5800 cu. ft. plastic pellet covered hopper cars manufactured by ACF Industries Incorporated, ELTX Nos. 2011, 2128, 2132, 2152, 2167, 2201, 2220, 2236, 2237, 2239, 2244, 2248, 2252, 2257, 2264, 2266, 2269, 2274, 2278, 2279, 2281, 2283, 2288, 2289 and 2292 through 2374.

The second document is Security Agreement Supplement No. 2, a secondary document, and is dated October 8, 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: The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

Lenders: Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, Massachusetts 01111

MML Pension Insurance Company
1295 State Street
Springfield, Massachusetts 01111

A description of the equipment covered by the document follows: one hundred seven (107) 5800 cu. ft. plastic pellet covered hopper cars manufactured by ACF Industries, Incorporated, ELTX Nos: 2011, 2128, 2132, 2152, 2167, 2201, 2220, 2236, 2237, 2239, 2244, 2248, 2252, 2257, 2264, 2266, 2269, 2274, 2278, 2279, 2281, 2283, 2288, 2289 and 2292 through 2374.

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

Security Agreement Supplement No. 2 dated October 8, 1992 to the Security Agreement between The Connecticut National Bank, as Trustee, as Debtor, and Massachusetts Mutual Life Insurance Company and MML Pension Insurance Company, as Lenders, with

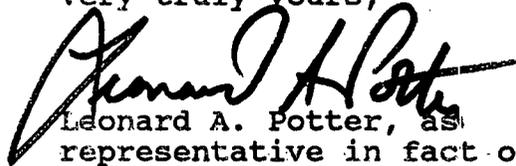
MORGAN, LEWIS & BOCKIUS

Recordation Number 17918, dated as of August 7, 1992, covering one hundred seven (107) plastic pellet covered hopper cars manufactured by ACF Industries, Incorporated, ELTX Nos: 2011, 2128, 2132, 2152, 2167, 2201, 2220, 2236, 2237, 2239, 2244, 2248, 2252, 2257, 2264, 2266, 2269, 2274, 2278, 2279, 2281, 2283, 2288, 2289 and 2292 through 2374.

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

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

Very truly yours,



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

MORGAN, LEWIS & BOCKIUS

Recordation Number 17918, dated as of August 7, 1992, covering one hundred seven (107) plastic pellet covered hopper cars manufactured by ACF Industries, Incorporated, ELTX Nos: 2011, 2128, 2132, 2152, 2167, 2201, 2220, 2236, 2237, 2239, 2244, 2248, 2252, 2257, 2264, 2266, 2269, 2274, 2278, 2279, 2281, 2283, 2288, 2289 and 2292 through 2374.

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

Very truly yours,



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

LEASE SCHEDULE

Master Equipment
Lease Agreement No. 1992-1

RECORDED BY 17918-E

OCT 8 1992 - 10 45 AM

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

INTERSTATE COMMERCE COMMISSION

Lease Schedule No.: 2

Lease Schedule Date: October 8, 1992

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

1. Equipment Description:

<u>Quantity</u>	<u>Item</u>	<u>Manufacturer and Serial Number</u>
107	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:
October 8, 1992 through February 12, 2013
5. Rental for original Rental Terms:
payable per attached Exhibit A through such date
6. Acquisition Cost: \$ 5,231,230;
Cost per Car: \$ 48,890
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: 10.22% per annum.

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: _____
ate: _____

By: [Signature]
Title: Executive Vice President/General Mgr.
Date: October 5, 1992

STATE OF _____)
: ss.:
COUNTY OF _____)

STATE OF Texas)
: ss.:
COUNTY OF Harris)

On this ____ day of October, 1992 before me personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of The Connecticut National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.

On this 5th day of October, 1992 before me personally appeared David G. Barney to me personally known, who being by me duly sworn, says that he is the Exec. Vice President of Solvay Polymers, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.

[Seal]

[Seal]

Signature of Notary Public
My Commission expires

[Signature]
Signature of Notary Public
My Commission expires

5/13/95

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

SOLVAY POLYMERS, INC. (Lessee)

(Lessor)

By: [Signature]
Title: Corporate Trust Officer
Date: 10-6-92

By: _____
Title: _____
Date: _____

CONNECTICUT

STATE OF _____)
COUNTY OF HARTFORD) : ss.:

STATE OF _____)
COUNTY OF _____) : ss.:

On this 6th day of October, 1992 before me personally appeared Robert L. Reynolds to me personally known, who being by me duly sworn, says that he is the Corporate Trust Officer of The Connecticut National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.

On this _____ day of October, 1992 before me personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of Solvay Polymers, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.

[Seal]

[Seal]

[Signature]
Signature of Notary Public
My Commission expires

Signature of Notary Public
My Commission expires

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMM. EXPIRES MARCH 31, 1995

ADDENDUM

ELTX 2011
2128
2132
2152
2167
2201
2220
2236-2237
2239
2244
2248
2252
2257
2264
2266
2269
2274
2278-2279
2281
2283
2288-2289
2292-2374