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RECORDATION NO.

23296-C FILED

MAR 30 2001 9:01 AM

SURFACE TRANSPORTATION BOARD
lgitomer@bjllp.com

March 30, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a First Supplement to Memorandum of Lease Agreement, a secondary document, dated as of March 27, 2001. The primary document to which this is connected is recorded under Recordation No. 23296. We request that one copy of this document be recorded under Recordation No. 23296-C.

The names and addresses of the parties to the First Supplement to Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessees:

Formosa Plastics Corporation, U.S.A.
Formosa Transrail Corporation
9 Peach Tree Hill Road
Livingston, NJ 07039

A description of the equipment covered by the First Supplement to Memorandum of Lease Agreement consists of excluding one 286,000 pound 6,221 cubic feet specialty covered hopper car numbered FPAX 200309 and adding one 286,000 pound 6,221 cubic feet specialty covered hopper car numbered FPAX 200209.

BALL JANIK LLP

Honorable Vernon A. Williams
March 30, 2001
Page 2

A fee of \$ 28.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an First Supplement to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Formosa Plastics Corporation, U.S.A., and Formosa Transrail Corporation, 9 Peach Tree Hill Road, Livingston, NJ 07039, covering excluding one 286,000 pound 6,221 cubic feet specialty covered hopper car numbered FPAX 200309 and adding one 286,000 pound 6,221 cubic feet specialty covered hopper car numbered FPAX 200209.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 23296-C FILED

MAR 30 2001 10:01 AM

SUNSHINE CORPORATION BOARD

FIRST SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

BETWEEN

LASALLE NATIONAL LEASING CORPORATION

AND

FORMOSA PLASTICS CORPORATION, U.S.A. and
FORMOSA TRANSRAIL CORPORATION

Dated as of March 27, 2001

FIRST SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

This First Supplement to Memorandum of a Lease Agreement is made and entered into as of March ~~27~~, 2001 among LaSalle National Leasing Corporation (“Lessor”) and Formosa Plastics Corporation, U.S.A. and Formosa Transrail Corporation (“Lessees”).

WITNESSETH:

1. Lessor and Lessees entered into a Memorandum of Lease Agreement dated as of December 28, 2000, where Lessor leased to Lessees and Lessees leased from Lessor 320 286,000 pound 6,221 cubic feet specialty covered hopper cars numbered FPAX 200001-200046, inclusive, 200048, 200049, 200052-200184, inclusive, 200186-200197, inclusive, 200207, 200211, 200213, 200215-200218, inclusive, 200220-200227, inclusive, 200230, 200232, 200233, 200235-200242, inclusive, 200244-200258, inclusive, 200260, 200261, 200263, 200264, 200309, and 201348-201428, inclusive, and which was recorded at the Surface Transportation Board (the “Board”) at 12:21 p.m. on December 28, 2000 under Recordation Number 23296 and with the Registrar General of Canada pursuant to Section 105 of the Canadian Transportation Act on December 28, 2000 at 2:18 p.m.

2. The Memorandum of Lease Agreement and Schedule A to the Memorandum of Lease Agreement are hereby amended to exclude therefrom one 286,000 pound 6,221 cubic feet specialty covered hopper car numbered FPAX 200309.

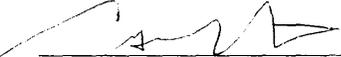
3. One 286,000 pound 6,221 cubic feet specialty covered hopper car numbered FPAX 200209 is hereby substituted and included in, and subjected to the Memorandum of Lease Agreement.

4. Except as amended hereby, the Memorandum of Lease Agreement shall remain unaltered and in full force and effect.

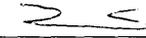
5. This First Supplement to Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: LaSalle National Leasing Corporation

By: 
Title: 1st VP

Lessee: Formosa Plastics Corporation, U.S.A.

By: 
Title: AVP & Treasurer

Lessee: Formosa Transrail Corporation

By: 
Title: AVP & Treasurer

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

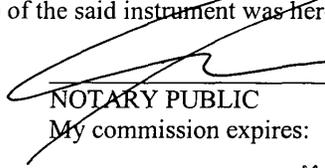
On this 27th day of March, 2001, before me personally appeared Constancia W. Lancaster, to me personally known, who being by me duly sworn, says that (s)he is the First Vice President of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.

REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY


NOTARY PUBLIC
My commission expires:

COMMONWEALTH OF NEW JERSEY)
) ss.
COUNTY OF ESSEX)

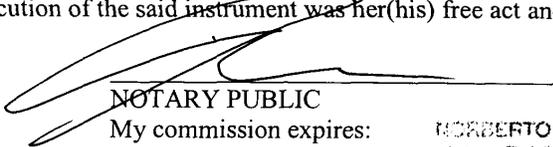
On this 26th day of March, 2001, before me personally appeared T. Y. LIAO, to me personally known, who being by me duly sworn, says that he is the AVP + TREASURER of Formosa Plastics Corporation, U.S.A., that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.


NOTARY PUBLIC

My commission expires: **NORBERTO JOSE TORRES**
Notary Public of New Jersey
My Commission Expires Sept. 10, 2002

COMMONWEALTH OF NEW JERSEY)
) ss.
COUNTY OF ESSEX)

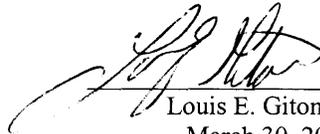
On this 26th day of March, 2001, before me personally appeared T. Y. LIAO, to me personally known, who being by me duly sworn, says that he is the AVP + TREASURER of Formosa Transrail Corporation, that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.


NOTARY PUBLIC

My commission expires: **NORBERTO JOSE TORRES**
Notary Public of New Jersey
My Commission Expires Sept. 10, 2002

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original First Supplement to Memorandum of Lease Agreement dated as of March 27, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
March 30, 2001