

RECORDATION NO. 23295 FILED

DEC 28 '00 19:20 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 27, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of December 21, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Fleet Capital Corporation
50 Kennedy Plaza, 5th Floor
Providence, Rhode Island 02903-2305

Lessee: Huntsman Polymers Corporation
50 Huntsman Way
Salt Lake City, Utah 84108

A description of the railroad equipment covered by the enclosed documents is:

Five (5) tank cars: HLEX 60201 – HLEX 60205 inclusive.

Mr. Vernon A. Williams
December 27, 2000
Page 2

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

Memorandum of Master Equipment Lease Agreement, dated as of December 21, 2000 between Fleet Capital Corporation, Lessor, and Huntsman Polymers Corporation, Lessee, covering five (5) tank cars: HLEX 60201 – HLEX 60205 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures



Fleet Capital Corporation

50 Kennedy Plaza; 5th Floor
Providence, Rhode Island 02903-2305

RECORDATION NO. 23295 FILED

DEC 20 '00 9-20 AM

SURFACE TRANSPORTATION BOARD

FILED AND RECORDED WITH THE DEPARTMENT OF TRANSPORTATION

On: _____

At: _____

And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of DECEMBER 21, 2000 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Huntsman Polymers Corporation, a Delaware corporation ("Lessee"), as such agreement related to Lease Schedule No. 33263-00001 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Five (5) Liquid Ethylene Tank Car Railcars bearing the Reporting Marks/Running Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: DECEMBER 21, 2000

Lessor:
FLEET CAPITAL CORPORATION

Lessee:
HUNTSMAN POLYMERS CORPORATION

By: Peter C. Salvadore 12/26/00

By: _____

Name: Peter C. Salvadore

Name: _____

Title: Vice President

Title: _____



50 Kennedy Plaza; 5th Floor
Providence, Rhode Island 02903-2305

FILED AND RECORDED WITH THE DEPARTMENT OF TRANSPORTATION

On: _____
At: _____
And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of DECEMBER 21, 2000 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Huntsman Polymers Corporation, a Delaware corporation ("Lessee"), as such agreement related to Lease Schedule No. 33263-00001 thereof (together, the "Lease").

WITNESSETH:

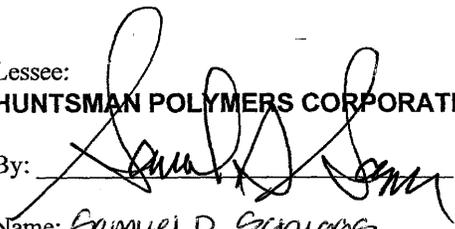
1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Five (5) Liquid Ethylene Tank Car Railcars bearing the Reporting Marks/Running Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: DECEMBER 21, 2000

Lessor:
FLEET CAPITAL CORPORATION
By: _____
Name: _____
Title: _____

Lessee:
HUNTSMAN POLYMERS CORPORATION
By: 
Name: Samuel D. Scruggs
Title: Vice President

STATE OF: RHODE ISLAND

SS.

COUNTY OF: PROVIDENCE

On December 26, 2000 before me, Wendy Preston, Notary
(Notary Name and Title)
personally appeared Peter C. Salvadore, Vice President personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Wendy I Preston
(Notary Seal)

STATE OF: Utah

SS.

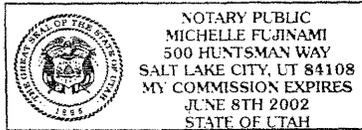
COUNTY OF: Salt Lake

On December 26, 2000 before me, Michelle Fujinami, Notary Public
(Notary Name and Title)

personally appeared Samuel D. Scruggs personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity (ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Michelle Fujinami
(Notary Seal)





**SCHEDULE A
EQUIPMENT DESCRIPTION**

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement to Lease Schedule No. 33263-00001 dated November 21,2000.

With: HUNTSMAN POLYMERS CORPORATION

Applicable Recovery Period: 7 Years

Quantity	Model Nos.	Description	Serial Nos.	Running Marks	Running Nos.
Location No. 01					
Vendor: CHART INC.					
Chart Industries Cryogenic Tank Rail Cars DOT 113C120W, 34,500 gal capacity, inner vessel made of 304 grade stainless steel, outer vessel made of carbon steel, outer vessel diameter 121" 75 psig maximum container pressure; 81' 10" long; 263,000 lb gross rail load					
5			370443	HLEX	60201
			370446	HLEX	60202
			370445	HLEX	60203
			370444	HLEX	60204
			370447	HLEX	60205