

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 25896 FILED

OCT 11 '05 4-52 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

October 7, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated August 18, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Invista S.à.r.l.  
4501 Charlotte Park Drive  
Charlotte, NC 28217

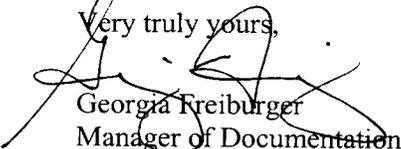
A description of the railroad equipment covered by the enclosed document is fifty-nine (59) 5851 cubic foot plastic pellet cars, with FURX marks (see Exhibit A for number).

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

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosure  
(INVS001)

ASSGN. NO.: INVS001

MEMORANDUM OF LEASE

OCT 11 '05

4-52 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18<sup>th</sup> day of August, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and INVISTA S.à r.l. ("Lessee"), a Luxembourg Limited Liability Company

SUBFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 5, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 18<sup>th</sup> day of August, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of August, 2005.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



LESSEE:

INVISTA S.à r.l.

ATTEST:

By: [Signature]

Name: Robert E. Brown

Title: Managing Director Global Logistics

By: Karen S. Neises

Name: Karen S. Neises

Title: Administrative Assistant

Executed on this 4th day of August, 2005.

[CORPORATE SEAL] (no seal)

STATE OF Kansas

COUNTY OF Sedgewick

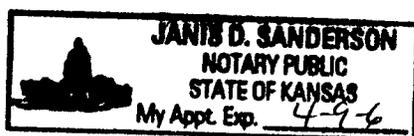
I, Janis D. Sanderson, a Notary Public of the County and State aforesaid, certify that Robert E. Brown personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of August, 2005.

Janis D. Sanderson  
Notary Public

Commission Expires:

April 9, 2006  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Five-nine (59)

DESCRIPTION OF CARS: 5851cfc, lined, plastic pellet cars with pneumatic gates  
(Car Type C214)

CAR NUMBERS:

FURX 870000	FURX 870033	FURX 870067
FURX 870002	FURX 870034	FURX 870069
FURX 870004	FURX 870035	FURX 870070
FURX 870006	FURX 870036	FURX 870071
FURX 870008	FURX 870037	FURX 870072
FURX 870012	FURX 870038	FURX 870075
FURX 870013	FURX 870039	FURX 870077
FURX 870014	FURX 870040	FURX 870080
FURX 870015	FURX 870041	FURX 870083
FURX 870016	FURX 870043	FURX 870084
FURX 870017	FURX 870044	FURX 870086
FURX 870018	FURX 870046	FURX 870087
FURX 870020	FURX 870048	FURX 870088
FURX 870022	FURX 870051	FURX 870090
FURX 870023	FURX 870052	FURX 870091
FURX 870026	FURX 870053	FURX 870093
FURX 870027	FURX 870058	FURX 870094
FURX 870029	FURX 870059	FURX 870097
FURX 870031	FURX 870062	FURX 870098
FURX 870032	FURX 870063	