

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

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RECORDATION NO. 22132-E FILED

October 18, 2001

OCT 19 '01 3-55 PM

SURFACE TRANSPORTATION BOARD

Re: Secondary Document to Primary Document No. 22132 for Recordation at the
Surface Transportation Board

Surface Transportation Board
1925 K Street N.W., Suite 700
Washington, D.C. 20423

Via Hand Delivery

Dear Sirs:

Pursuant to the provisions of 49 U.S.C. § 11301 and 49 C.F.R. Part 1177, enclosed please find duplicate originals of the Secondary Document described below for recordation at the Surface Transportation Board:

Secondary Document - Lease Supplement No. 2 dated October 1, 2001.
The names and addresses of the parties to this document are:

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

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890-0001

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

This document removes rail car ELTX 6217 from Lease Supplement No. 1 dated April 30, 1999, due to its destruction in a casualty event.

The enclosed document should be filed as Secondary Document D to Primary Document No. 22132. Also enclosed is a check in the amount of \$28.00 in payment of the filing fee. Please file-stamp and return the additional copy of the document presented for recordation. Should you have any questions or require further information, please call me at (713) 651-5558.

Very truly yours,



Darice Angel
Senior Legal Assistant

Enclosures

cc: Jay Olmstead (w/o enclosures) (Firm)

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RECORDATION NO. 22132-E FILED

OCT 19 '01 3-55 PM

SURFACE TRANSPORTATION BOARD

LEASE SUPPLEMENT NO. 2

(Solvay Polymers Equipment Trust 1999)

Dated as of October 1, 2001

Between

WILMINGTON TRUST COMPANY,

not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement dated as of April 1, 1999, between the Owner Participant and Wilmington Trust Company in its individual capacity

Lessor,

and

SOLVAY POLYMERS, INC.,

Lessee

ELTX 6217

FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT TO 49.U.S.C. § 11301 ON _____, 2001, AT _____M. RECORDATION NUMBER _____ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT ON _____, 2001, AT _____M.

LEASE SUPPLEMENT NO. 2
(Solvay Polymers Equipment Trust 1999)

This LEASE SUPPLEMENT NO. 2 (this "Lease Supplement"), dated as of October 1, 2001, is entered into between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement that creates the trust identified under the title hereof (the "Owner Trustee"), and Solvay Polymers, Inc., a Delaware corporation.

A. The Lessor and the Lessee have heretofore entered into the Lease to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes set forth in Section 28(c) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of April 1, 1999, among KBC Bank N.V., Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, Solvay Polymers, Inc., and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. On August 8, 2001, an Event of Loss occurred to the equipment described in Schedule I to this Lease Supplement (the "Lost Equipment"). Lessor acknowledges that, pursuant to Section 28(a)(i) of the Lease, Lessee has paid the amount of \$66,086.25 as the Stipulated Loss Value of the Lost Equipment and fulfilled its SLV Obligations.

3. Lessor and Lessee agree that:

- (i) all right, title and interest of Lessor in and to the Lost Equipment is hereby assigned, sold and transferred to Lessee (subject, in all respects, to the provisions of the Bill of Sale of even date herewith with respect to the Lost Equipment);
- (ii) the Lost Equipment is released and discharged from the provisions of the Lease;
- (iii) Lessee has no further obligation to pay any Rent with respect to the Lost Equipment; and

(iv) Schedule II hereto set forth revised Basic Rent Factors and Basic Rent amounts (in United States dollars) for the remaining Equipment covered under Lease Supplement Number 1, dated April 30, 1999.

4. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

5. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

6. This Lease Supplement shall in all respects be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflicts of law.

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement dated as of April 1, 1999, between the Owner Participant and Wilmington Trust Company in its individual capacity

By 
Name: Charisse L. Rodgers
Title: Assistant Vice President

SOLVAY POLYMERS, INC.

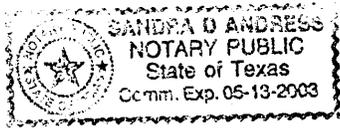
By 
Gary N. Miertschin
Vice President - Commercial Operations

Attachments

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on October 16, 2001, by Gary N. Miertschin, the Vice President - Commercial Operations of SOLVAY POLYMERS, INC., a Delaware corporation.



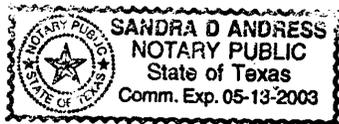
Sandra D Address

Notary Public in and for
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 16th day of October, 2001, before me personally appeared Gary N. Miertschin, to me personally known, being by me duly sworn, says that he is the Vice President - Commercial Operations of SOLVAY POLYMERS, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on October 16, 2001, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



Sandra D Address

Notary Public in and for
the State of Texas

SCHEDULE I

to

LEASE SUPPLEMENT NO. 2

(Solvay Polymers Equipment Trust 1999)

Description of the Lost Equipment:

One Center Flow® covered hopper rail car of 6,224 cubic foot capacity, initialed ELTX and numbered 6217, together with all parts, appurtenances and other equipment or property attached to said unit of railroad equipment.

SCHEDULE II TO LEASE SUPPLEMENT NO. 2
(Solvay Polymers Equipment Trust 1999)

\$19,686,375.00 :Original Equip. Cost (307 Remaining Cars)
308 :Original Car Count
307 :Revised Car Count

Date	Total Rent %	Advance Rent %	Arrears Rent %	Total Rent \$	Advance Rent \$	Arrears Rent \$
7 01/30/02	3.95805096	3.95805096		\$779,196.75	\$779,196.75	\$0.00
8 07/30/02	2.04208402		2.04208402	\$402,012.32	\$0.00	\$402,012.32
9 01/30/03	4.02333312	4.02333312		\$792,048.45	\$792,048.45	\$0.00
10 07/30/03	1.97680186		1.97680186	\$389,160.63	\$0.00	\$389,160.63
11 01/30/04	4.09306395	4.09306395		\$805,775.92	\$805,775.92	\$0.00
12 07/30/04	1.90707103		1.90707103	\$375,433.15	\$0.00	\$375,433.15
13 01/30/05	4.47119010	4.47119010		\$880,215.25	\$880,215.25	\$0.00
14 07/30/05	1.82258331	1.82258331		\$358,800.59	\$358,800.59	\$0.00
15 01/30/06	4.24449673	4.24449673		\$835,587.54	\$835,587.54	\$0.00
16 07/30/06	1.74278126	1.74278126		\$343,090.45	\$343,090.45	\$0.00
17 01/30/07	4.05268358	4.05268358		\$797,826.49	\$797,826.49	\$0.00
18 07/30/07	1.66666998		1.66666998	\$328,106.90	\$0.00	\$328,106.90
19 01/30/08	4.42121193	4.42121193		\$870,376.36	\$870,376.36	\$0.00
20 07/30/08	1.57892305		1.57892305	\$310,832.71	\$0.00	\$310,832.71
21 01/30/09	4.47398358	4.47398358		\$880,765.18	\$880,765.18	\$0.00
22 07/30/09	1.52615140		1.52615140	\$300,443.89	\$0.00	\$300,443.89
23 01/30/10	5.27923159	5.27923159		\$1,039,289.33	\$1,039,289.33	\$0.00
24 07/30/10	1.44684564		1.44684564	\$284,831.46	\$0.00	\$284,831.46
25 01/30/11	5.97783221	5.97783221		\$1,176,818.47	\$1,176,818.47	\$0.00
26 07/30/11	1.35566610		1.35566610	\$266,881.51	\$0.00	\$266,881.51
27 01/30/12	6.06249175	6.06249175		\$1,193,484.86	\$1,193,484.86	\$0.00
28 07/30/12	1.27100656		1.27100656	\$250,215.12	\$0.00	\$250,215.12
29 01/30/13	6.15016695	6.15016695		\$1,210,744.93	\$1,210,744.93	\$0.00
30 07/30/13	1.18333136		1.18333136	\$232,955.05	\$0.00	\$232,955.05
31 01/30/14	6.25398082	6.25398082		\$1,231,182.12	\$1,231,182.12	\$0.00
32 07/30/14	1.07951749		1.07951749	\$212,517.86	\$0.00	\$212,517.86
33 01/30/15	6.43028873	6.43028873		\$1,265,890.75	\$1,265,890.75	\$0.00
34 07/30/15	0.90320958		0.90320958	\$177,809.22	\$0.00	\$177,809.22
35 01/30/16	6.56768702	6.56768702		\$1,292,939.50	\$1,292,939.50	\$0.00
36 07/30/16	0.76581129		0.76581129	\$150,760.48	\$0.00	\$150,760.48
37 01/30/17	6.69106773	6.69106773		\$1,317,228.68	\$1,317,228.68	\$0.00
38 07/30/17	0.76581129	0.76581129		\$150,760.48	\$150,760.48	\$0.00
39 01/30/18	6.73261784	6.73261784		\$1,325,408.40	\$1,325,408.40	\$0.00
40 07/30/18	0.56920501	0.56920501		\$112,055.83	\$112,055.83	\$0.00
41 01/30/19	6.94040203	6.94040203		\$1,366,313.57	\$1,366,313.57	\$0.00
42 07/30/19	0.35927407	0.35927407		\$70,728.04	\$70,728.04	\$0.00
43 01/30/20	7.16226845	7.16226845		\$1,409,991.03	\$1,409,991.03	\$0.00
44 07/30/20	0.13511540	0.13511540		\$26,599.32	\$26,599.32	\$0.00
45 01/30/21	4.23573459	4.23573459		\$833,862.60	\$833,862.60	\$0.00
46 07/30/21	0			\$0.00	\$0.00	\$0.00