

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

1301 MCKINNEY, SUITE 5100
HOUSTON, TEXAS 77010-3095

TELEPHONE: 713/651-5151
FACSIMILE: 713/651-5246

HOUSTON
WASHINGTON, D.C.
AUSTIN
SAN ANTONIO
DALLAS
NEW YORK
LOS ANGELES
MINNEAPOLIS
LONDON
HONG KONG

October 31, 2001

RECORDATION NO. 22132-6 FILED

NOV - 1 '01 2-14 PM

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

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are one original and one copy of a Statement of Change in Railcar Numbers dated as of October 31, 2001, a secondary document as defined in the Board's Rules for Recordation of Documents.

The enclosed document relates to Solvay Polymer Equipment Trust 1999 documents which were previously filed with the Board under Recordation Number 22132.

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

Lessee	Solvay Polymers, Inc. 3333 Richmond Avenue Houston, TX 77098
Owner Trustee	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890
Indenture Trustee	State Street Bank and Trust Company 225 Asylum Street Hartford, CT 06103

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

307 railcars bearing HLTX reporting marks (formerly ELTX) and road numbers 006000-006307 (excluding 006217).

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

Statement of Change in Railcar Numbers

Surface Transportation Board
October 31, 2001
Page 2

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of one of the enclosed documents to the undersigned.

Very truly yours,



Darice Angel
Senior Legal Assistant

Enclosures

STATEMENT OF CHANGE IN RAILCAR NUMBERS
(Solvay Polymers Equipment Trust 1999)

STATEMENT OF CHANGE IN RAILCAR NUMBERS dated and effective as of October 31, 2001 (this "Statement"), is made by and among SOLVAY POLYMERS, INC., a Delaware corporation ("SPI"), WILMINGTON TRUST COMPANY, not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement that created Solvay Polymers Equipment Trust 1999, and STATE STREET BANK AND TRUST COMPANY, not in its individual capacity but solely as the Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement dated as of April 1, 1999, between it and the Owner Trustee (the "Indenture").

Reference is made to the following agreements:

- (a) Participation Agreement (Solvay Polymers Equipment Trust 1999) dated as of April 1, 1999 (the "Participation Agreement"), among (i) KBC Bank N.V., as Owner Participant, (ii) the Owner Trustee, (iii) SPI as Lessee, (iv) Solvay America, Inc. as Guarantor, (v) The Travelers Insurance Company as Note Purchaser and (vi) the Indenture Trustee;
- (b) the Indenture;
- (c) Equipment Lease Agreement dated as of April 1, 1999 (the "Lease"), between Owner Trustee and SPI; and
- (d) Sublease Agreement (PP) dated as of the date hereof (the "Sublease"), between SPI and BP Amoco Polymers, Inc., a Delaware corporation.

In connection with the Sublease, SPI has agreed to permit the change in the identification number of each Item of Equipment as indicated in Schedule 1 attached hereto. Accordingly, the Lease, the Indenture and each other Operative Document is hereby amended to replace references contained therein to the old identification numbers with the new identification numbers.

The parties hereto may execute this Statement in multiple counterparts, each of which shall be deemed an original for all purposes, but all of which together shall constitute one and the same instrument. **THIS STATEMENT SHALL BE GOVERNED BY THE LAW OF THE STATE OF NEW YORK AND THE PROVISIONS OF THIS STATEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH THE LAW OF THAT STATE.**

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. SECTION 11301 ON _____, 2001, AT _____M., UNDER RECORDATION NUMBER _____, AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 90 OF THE RAILWAY ACT OF CANADA ON _____, 2001, AT _____M.

Statement of Change (Equipment Trust 1999)

RECORDATION NO. 22132-6 FILED

NOV - 1 '01 2-14 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each party hereto has caused this instrument to be duly executed by an authorized representative as of the date first above written.

SOLVAY POLYMERS, INC.

By: 
Name: E. J. Buckingham
Title: Vice President

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee

By: _____
Name:
Title:

STATE STREET BANK AND TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee

By: _____
Name:
Title:

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on October 31, 2001, by E.J. Buckingham III
Vice President of SOLVAY POLYMERS, INC., a Delaware corporation.



Darice Angel
Notary Public in and for the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 31st day of October, 2001, before me personally appeared,
E.J. Buckingham III, to me personally known, being by me duly sworn, says that he is
the Vice President 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 the date hereof and he acknowledged
that the execution of the said instrument was the act and deed of the Corporation.



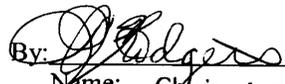
Darice Angel
Notary Public in and for the State of Texas

IN WITNESS WHEREOF, each party hereto has caused this instrument to be duly executed by an authorized representative as of the date first above written.

SOLVAY POLYMERS, INC.

By: _____
Name:
Title:

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee

By:  _____
Name: Chrissy L. Rodgers
Title: Assistant Vice President

STATE STREET BANK AND TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee

By: _____
Name:
Title:

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF DELAWARE §
 §
COUNTY OF New Castle §

This instrument was acknowledged before me on October 29, 2001, by Charisse L. Rodgers, Assistant Vice President of Wilmington Trust Company, a Delaware banking corporation, as trustee.

Vernessa E. Robinson
Notary Public in and for the State of Delaware

VERNESSA E. ROBINSON
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 26, 2002

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF DELAWARE §
 §
COUNTY OF New Castle §

On this 29 day of October, 2001, before me personally appeared, **CHARISSE L. RODGERS**, to me personally known, being by me duly sworn, says that he/she is **ASSISTANT VICE PRESIDENT** of Wilmington Trust Company, a Delaware banking corporation, as trustee (the "Company") and that the said instrument attached hereto was signed on behalf of the Company under the authority of the board of directors of the Company on the date hereof and he/she acknowledged that the execution of the said instrument was the act and deed of the Company.

Vernessa E. Robinson
Notary Public in and for the State of Delaware

VERNESSA E. ROBINSON
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 26, 2002

- S-1 -

IN WITNESS WHEREOF, each party hereto has caused this instrument to be duly executed by an authorized representative as of the date first above written.

SOLVAY POLYMERS, INC.

By: _____

Name:

Title:

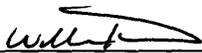
WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee

By: _____

Name:

Title:

STATE STREET BANK AND TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee

By:  _____

Name:

Title: **William P. Kotkosky**
Assistant Secretary

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF CONNECTICUT

§
§
§

COUNTY OF Hartford

This instrument was acknowledged before me on October __, 2001, by William Kotkosky, Assistant Secretary of State Street Bank and Trust Company, a Massachusetts banking corporation, as indenture trustee.

Katha I. Kerr
Notary Public in and for
the State of Connecticut

KATHA I. KERR
NOTARY PUBLIC
MY COMMISSION EXPIRES SEPTEMBER 30, 2006

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF CONNECTICUT

§
§
§

COUNTY OF Hartford

On this __ day of October, 2001, before me personally appeared, William Kotkosky, to me personally known, being by me duly sworn, says that he/she is Assistant Secretary of State Street Bank and Trust Company, a Massachusetts banking corporation, as trustee (the "Company") and that the said instrument attached hereto was signed on behalf of the Company under the authority of the board of directors of the Company on the date hereof and he/she acknowledged that the execution of the said instrument was the act and deed of the Company.

Katha I. Kerr
Notary Public in and for
the State of Connecticut

KATHA I. KERR
NOTARY PUBLIC
MY COMMISSION EXPIRES SEPTEMBER 30, 2006

SCHEDULE 1

NEW RAILCAR NUMBERS

	Old No.	New No.
1.	ELTX6000	HLTX006000
2.	ELTX6001	HLTX006001
3.	ELTX6002	HLTX006002
4.	ELTX6003	HLTX006003
5.	ELTX6004	HLTX006004
6.	ELTX6005	HLTX006005
7.	ELTX6006	HLTX006006
8.	ELTX6007	HLTX006007
9.	ELTX6008	HLTX006008
10.	ELTX6009	HLTX006009
11.	ELTX6010	HLTX006010
12.	ELTX6011	HLTX006011
13.	ELTX6012	HLTX006012
14.	ELTX6013	HLTX006013
15.	ELTX6014	HLTX006014
16.	ELTX6015	HLTX006015
17.	ELTX6016	HLTX006016
18.	ELTX6017	HLTX006017
19.	ELTX6018	HLTX006018
20.	ELTX6019	HLTX006019
21.	ELTX6020	HLTX006020
22.	ELTX6021	HLTX006021
23.	ELTX6022	HLTX006022
24.	ELTX6023	HLTX006023
25.	ELTX6024	HLTX006024
26.	ELTX6025	HLTX006025
27.	ELTX6026	HLTX006026
28.	ELTX6027	HLTX006027
29.	ELTX6028	HLTX006028
30.	ELTX6029	HLTX006029
31.	ELTX6030	HLTX006030
32.	ELTX6031	HLTX006031
33.	ELTX6032	HLTX006032
34.	ELTX6033	HLTX006033
35.	ELTX6034	HLTX006034
36.	ELTX6035	HLTX006035
37.	ELTX6036	HLTX006036
38.	ELTX6037	HLTX006037
39.	ELTX6038	HLTX006038
40.	ELTX6039	HLTX006039
41.	ELTX6040	HLTX006040
42.	ELTX6041	HLTX006041
43.	ELTX6042	HLTX006042
44.	ELTX6043	HLTX006043
45.	ELTX6044	HLTX006044
46.	ELTX6045	HLTX006045
47.	ELTX6046	HLTX006046

Statement of Change (Equipment Trust 1999)

	Old No.	New No.
48.	ELTX6047	HLTX006047
49.	ELTX6048	HLTX006048
50.	ELTX6049	HLTX006049
51.	ELTX6050	HLTX006050
52.	ELTX6051	HLTX006051
53.	ELTX6052	HLTX006052
54.	ELTX6053	HLTX006053
55.	ELTX6054	HLTX006054
56.	ELTX6055	HLTX006055
57.	ELTX6056	HLTX006056
58.	ELTX6057	HLTX006057
59.	ELTX6058	HLTX006058
60.	ELTX6059	HLTX006059
61.	ELTX6060	HLTX006060
62.	ELTX6061	HLTX006061
63.	ELTX6062	HLTX006062
64.	ELTX6063	HLTX006063
65.	ELTX6064	HLTX006064
66.	ELTX6065	HLTX006065
67.	ELTX6066	HLTX006066
68.	ELTX6067	HLTX006067
69.	ELTX6068	HLTX006068
70.	ELTX6069	HLTX006069
71.	ELTX6070	HLTX006070
72.	ELTX6071	HLTX006071
73.	ELTX6072	HLTX006072
74.	ELTX6073	HLTX006073
75.	ELTX6074	HLTX006074
76.	ELTX6075	HLTX006075
77.	ELTX6076	HLTX006076
78.	ELTX6077	HLTX006077
79.	ELTX6078	HLTX006078
80.	ELTX6079	HLTX006079
81.	ELTX6080	HLTX006080
82.	ELTX6081	HLTX006081
83.	ELTX6082	HLTX006082
84.	ELTX6083	HLTX006083
85.	ELTX6084	HLTX006084
86.	ELTX6085	HLTX006085
87.	ELTX6086	HLTX006086
88.	ELTX6087	HLTX006087
89.	ELTX6088	HLTX006088
90.	ELTX6089	HLTX006089
91.	ELTX6090	HLTX006090
92.	ELTX6091	HLTX006091
93.	ELTX6092	HLTX006092
94.	ELTX6093	HLTX006093
95.	ELTX6094	HLTX006094
96.	ELTX6095	HLTX006095
97.	ELTX6096	HLTX006096
98.	ELTX6097	HLTX006097

Statement of Change (Equipment Trust 1999)

	Old No.	New No.
99.	ELTX6098	HLTX006098
100.	ELTX6099	HLTX006099
101.	ELTX6100	HLTX006100
102.	ELTX6101	HLTX006101
103.	ELTX6102	HLTX006102
104.	ELTX6103	HLTX006103
105.	ELTX6104	HLTX006104
106.	ELTX6105	HLTX006105
107.	ELTX6106	HLTX006106
108.	ELTX6107	HLTX006107
109.	ELTX6108	HLTX006108
110.	ELTX6109	HLTX006109
111.	ELTX6110	HLTX006110
112.	ELTX6111	HLTX006111
113.	ELTX6112	HLTX006112
114.	ELTX6113	HLTX006113
115.	ELTX6114	HLTX006114
116.	ELTX6115	HLTX006115
117.	ELTX6116	HLTX006116
118.	ELTX6117	HLTX006117
119.	ELTX6118	HLTX006118
120.	ELTX6119	HLTX006119
121.	ELTX6120	HLTX006120
122.	ELTX6121	HLTX006121
123.	ELTX6122	HLTX006122
124.	ELTX6123	HLTX006123
125.	ELTX6124	HLTX006124
126.	ELTX6125	HLTX006125
127.	ELTX6126	HLTX006126
128.	ELTX6127	HLTX006127
129.	ELTX6128	HLTX006128
130.	ELTX6129	HLTX006129
131.	ELTX6130	HLTX006130
132.	ELTX6131	HLTX006131
133.	ELTX6132	HLTX006132
134.	ELTX6133	HLTX006133
135.	ELTX6134	HLTX006134
136.	ELTX6135	HLTX006135
137.	ELTX6136	HLTX006136
138.	ELTX6137	HLTX006137
139.	ELTX6138	HLTX006138
140.	ELTX6139	HLTX006139
141.	ELTX6140	HLTX006140
142.	ELTX6141	HLTX006141
143.	ELTX6142	HLTX006142
144.	ELTX6143	HLTX006143
145.	ELTX6144	HLTX006144
146.	ELTX6145	HLTX006145
147.	ELTX6146	HLTX006146
148.	ELTX6147	HLTX006147
149.	ELTX6148	HLTX006148

Statement of Change (Equipment Trust 1999)

	Old No.	New No.
150.	ELTX6149	HLTX006149
151.	ELTX6150	HLTX006150
152.	ELTX6151	HLTX006151
153.	ELTX6152	HLTX006152
154.	ELTX6153	HLTX006153
155.	ELTX6154	HLTX006154
156.	ELTX6155	HLTX006155
157.	ELTX6156	HLTX006156
158.	ELTX6157	HLTX006157
159.	ELTX6158	HLTX006158
160.	ELTX6159	HLTX006159
161.	ELTX6160	HLTX006160
162.	ELTX6161	HLTX006161
163.	ELTX6162	HLTX006162
164.	ELTX6163	HLTX006163
165.	ELTX6164	HLTX006164
166.	ELTX6165	HLTX006165
167.	ELTX6166	HLTX006166
168.	ELTX6167	HLTX006167
169.	ELTX6168	HLTX006168
170.	ELTX6169	HLTX006169
171.	ELTX6170	HLTX006170
172.	ELTX6171	HLTX006171
173.	ELTX6172	HLTX006172
174.	ELTX6173	HLTX006173
175.	ELTX6174	HLTX006174
176.	ELTX6175	HLTX006175
177.	ELTX6176	HLTX006176
178.	ELTX6177	HLTX006177
179.	ELTX6178	HLTX006178
180.	ELTX6179	HLTX006179
181.	ELTX6180	HLTX006180
182.	ELTX6181	HLTX006181
183.	ELTX6182	HLTX006182
184.	ELTX6183	HLTX006183
185.	ELTX6184	HLTX006184
186.	ELTX6185	HLTX006185
187.	ELTX6186	HLTX006186
188.	ELTX6187	HLTX006187
189.	ELTX6188	HLTX006188
190.	ELTX6189	HLTX006189
191.	ELTX6190	HLTX006190
192.	ELTX6191	HLTX006191
193.	ELTX6192	HLTX006192
194.	ELTX6193	HLTX006193
195.	ELTX6194	HLTX006194
196.	ELTX6195	HLTX006195
197.	ELTX6196	HLTX006196
198.	ELTX6197	HLTX006197
199.	ELTX6198	HLTX006198
200.	ELTX6199	HLTX006199

Statement of Change (Equipment Trust 1999)

	Old No.	New No.
201.	ELTX6200	HLTX006200
202.	ELTX6201	HLTX006201
203.	ELTX6202	HLTX006202
204.	ELTX6203	HLTX006203
205.	ELTX6204	HLTX006204
206.	ELTX6205	HLTX006205
207.	ELTX6206	HLTX006206
208.	ELTX6207	HLTX006207
209.	ELTX6208	HLTX006208
210.	ELTX6209	HLTX006209
211.	ELTX6210	HLTX006210
212.	ELTX6211	HLTX006211
213.	ELTX6212	HLTX006212
214.	ELTX6213	HLTX006213
215.	ELTX6214	HLTX006214
216.	ELTX6215	HLTX006215
217.	ELTX6216	HLTX006216
218.	ELTX6218	HLTX006218
219.	ELTX6219	HLTX006219
220.	ELTX6220	HLTX006220
221.	ELTX6221	HLTX006221
222.	ELTX6222	HLTX006222
223.	ELTX6223	HLTX006223
224.	ELTX6224	HLTX006224
225.	ELTX6225	HLTX006225
226.	ELTX6226	HLTX006226
227.	ELTX6227	HLTX006227
228.	ELTX6228	HLTX006228
229.	ELTX6229	HLTX006229
230.	ELTX6230	HLTX006230
231.	ELTX6231	HLTX006231
232.	ELTX6232	HLTX006232
233.	ELTX6233	HLTX006233
234.	ELTX6234	HLTX006234
235.	ELTX6235	HLTX006235
236.	ELTX6236	HLTX006236
237.	ELTX6237	HLTX006237
238.	ELTX6238	HLTX006238
239.	ELTX6239	HLTX006239
240.	ELTX6240	HLTX006240
241.	ELTX6241	HLTX006241
242.	ELTX6242	HLTX006242
243.	ELTX6243	HLTX006243
244.	ELTX6244	HLTX006244
245.	ELTX6245	HLTX006245
246.	ELTX6246	HLTX006246
247.	ELTX6247	HLTX006247
248.	ELTX6248	HLTX006248
249.	ELTX6249	HLTX006249
250.	ELTX6250	HLTX006250
251.	ELTX6251	HLTX006251

Statement of Change (Equipment Trust 1999)

	Old No.	New No.
252.	ELTX6252	HLTX006252
253.	ELTX6253	HLTX006253
254.	ELTX6254	HLTX006254
255.	ELTX6255	HLTX006255
256.	ELTX6256	HLTX006256
257.	ELTX6257	HLTX006257
258.	ELTX6258	HLTX006258
259.	ELTX6259	HLTX006259
260.	ELTX6260	HLTX006260
261.	ELTX6261	HLTX006261
262.	ELTX6262	HLTX006262
263.	ELTX6263	HLTX006263
264.	ELTX6264	HLTX006264
265.	ELTX6265	HLTX006265
266.	ELTX6266	HLTX006266
267.	ELTX6267	HLTX006267
268.	ELTX6268	HLTX006268
269.	ELTX6269	HLTX006269
270.	ELTX6270	HLTX006270
271.	ELTX6271	HLTX006271
272.	ELTX6272	HLTX006272
273.	ELTX6273	HLTX006273
274.	ELTX6274	HLTX006274
275.	ELTX6275	HLTX006275
276.	ELTX6276	HLTX006276
277.	ELTX6277	HLTX006277
278.	ELTX6278	HLTX006278
279.	ELTX6279	HLTX006279
280.	ELTX6280	HLTX006280
281.	ELTX6281	HLTX006281
282.	ELTX6282	HLTX006282
283.	ELTX6283	HLTX006283
284.	ELTX6284	HLTX006284
285.	ELTX6285	HLTX006285
286.	ELTX6286	HLTX006286
287.	ELTX6287	HLTX006287
288.	ELTX6288	HLTX006288
289.	ELTX6289	HLTX006289
290.	ELTX6290	HLTX006290
291.	ELTX6291	HLTX006291
292.	ELTX6292	HLTX006292
293.	ELTX6293	HLTX006293
294.	ELTX6294	HLTX006294
295.	ELTX6295	HLTX006295
296.	ELTX6296	HLTX006296
297.	ELTX6297	HLTX006297
298.	ELTX6298	HLTX006298
299.	ELTX6299	HLTX006299
300.	ELTX6300	HLTX006300
301.	ELTX6301	HLTX006301
302.	ELTX6302	HLTX006302

	Old No.	New No.
303.	ELTX6303	HLTX006303
304.	ELTX6304	HLTX006304
305.	ELTX6305	HLTX006305
306.	ELTX6306	HLTX006306
307.	ELTX6307	HLTX006307