

First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847-318-7575  
847-318-7588

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

September 18, 2002

RECORDATION NO. 24115 FILED  
SEP 20 '02 11-11 AM  
SURFACE TRANSPORTATION BOARD



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 two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 1, 2000, 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:	ATOFINA Petrochemicals, Inc. 15710 JFK Blvd. Houston, TX 77032
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A description of the railroad equipment covered by the enclosed document is one hundred and sixteen (116) 5851 cubic foot covered hopper cars, with TQEX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$30.00 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Amy Carone".

Amy Carone  
Manager of Documentation

Enclosures

(FINA003)

ASSGN. NO.: FINA003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of September, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ATOFINA Petrochemicals, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 1, 2000, 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 September 1, 2000, 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 ~~March 3~~ <sup>3rd</sup>, 2002.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

ATTEST:

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 3rd day of September, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GOKULSKY, 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 3rd day of September, 2002.

Susan Gokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

A TOFINA Petrochemicals, Inc.

ATTEST:

By: Charles R. Carr *WRC*

Name: Charles R. Carr

Title: Manager Logistics & Distribution

By: Linda Turner

Name: LINDA TURNER

Title: Logistics Operations Supervisor

Executed on this 22nd day of August, 2002.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF HARRIS

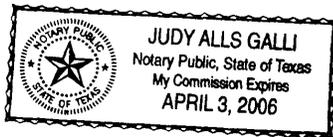
I, JUDY ALLS GALLI, a Notary Public of the County and State aforesaid, certify that CHARLES R. CARR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of August, 2002.

Judy Alls Galli  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)



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

NUMBER OF CARS: One hundred sixteen (116)

DESCRIPTION OF CARS: Covered Hopper Cars, 5851 cu. ft.

CAR NUMBERS: See below:

TQEX 58001	TQEX 58337	TQEX 58414	TQEX 58460
TQEX 58029	TQEX 58349	TQEX 58417	TQEX 58461
TQEX 58131	TQEX 58350	TQEX 58420	TQEX 58465
TQEX 58225	TQEX 58351	TQEX 58422	TQEX 58466
TQEX 58226	TQEX 58352	TQEX 58423	TQEX 58468
TQEX 58232	TQEX 58356	TQEX 58424	TQEX 58470
TQEX 58234	TQEX 58357	TQEX 58425	TQEX 58472
TQEX 58255	TQEX 58365	TQEX 58426	TQEX 58473
TQEX 58259	TQEX 58367	TQEX 58427	TQEX 58474
TQEX 58263	TQEX 58375	TQEX 58432	TQEX 58475
TQEX 58270	TQEX 58382	TQEX 58433	TQEX 58476
TQEX 58291	TQEX 58383	TQEX 58435	TQEX 58477
TQEX 58296	TQEX 58384	TQEX 58436	TQEX 58478
TQEX 58300	TQEX 58385	TQEX 58437	TQEX 58480
TQEX 58302	TQEX 58386	TQEX 58438	TQEX 58481
TQEX 58304	TQEX 58390	TQEX 58440	TQEX 58484
TQEX 58306	TQEX 58391	TQEX 58441	TQEX 58485
TQEX 58308	TQEX 58392	TQEX 58443	TQEX 58487
TQEX 58309	TQEX 58393	TQEX 58444	TQEX 58488
TQEX 58311	TQEX 58394	TQEX 58445	TQEX 58490
TQEX 58314	TQEX 58395	TQEX 58447	TQEX 58494
TQEX 58318	TQEX 58398	TQEX 58448	TQEX 58496
TQEX 58324	TQEX 58399	TQEX 58449	TQEX 58497
TQEX 58325	TQEX 58401	TQEX 58450	TQEX 58498
TQEX 58326	TQEX 58406	TQEX 58451	TQEX 58499
TQEX 58327	TQEX 58407	TQEX 58453	TQEX 58500
TQEX 58328	TQEX 58408	TQEX 58456	Count: 116
TQEX 58332	TQEX 58410	TQEX 58457	
TQEX 58333	TQEX 58412	TQEX 58458	
TQEX 58335	TQEX 58413	TQEX 58459	

RECORDATION NO. 24115 FILED

ASSGN. NO.: FINA003

MEMORANDUM OF LEASE

SEP 20 '02

11:11 AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into on this 3rd day of September, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ATOFINA Petrochemicals, Inc. ("Lessee"), a Delaware corporation.

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 1, 2000, 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 September 1, 2000, 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 Sept. 3, 2002.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

By: K.A. Dambrowski

Name: K.A. DAMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 3rd day of September, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, 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 3rd day of September, 2002

Susan Grokulsky  
Notary Public

My Commission Expires:  
8-14-2004  
(Notary Public)



LESSEE:

ATOFINA Petrochemicals, Inc.

ATTEST:

By: [Signature] HMC

Name: CHARLES R. CARR

Title: manager Logistics + Distribution

By: [Signature]

Name: LINDA TURNER

Title: Logistics Operations  
Supervisor

Executed on this 22nd day of August, 2002.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF HARRIS

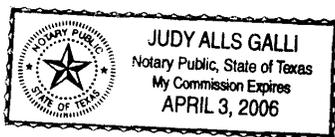
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[Signature]  
Notary Public

Commission Expires:

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(Notary Public)



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