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November 12, 2002

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 11, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ATOFINA PETROCHEMICALS, INC.**  
15710 JFK Blvd., Houston, TX 77032

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ATOFINA PETROCHEMICALS, INC.**, covering 40 hopper cars with reporting marks and numbers – CEFX 51225 – CEFX 51515, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23819 dated 1/10/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey

RECORDATION NO. 23819 FILED  
NOV 14 02 3-21 PM  
SURFACE TRANSPORTATION BOARD

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17<sup>th</sup> day of September, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ATOFINA PETROCHEMICALS, INC., a Delaware corporation, with an address at 15710 JFK Blvd., Houston, TX 77032 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 31, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 10, 2002 as recordation number 23819. HAC

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee ~~by authority of its Board of Directors~~ and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct. HAC

ATOFINA PETROCHEMICALS, INC.

By: Charles R. Carr  
Name: CHARLES R. CARR  
Title: Manager Logistics & Distribution

RECORDATION NO. 23819 <sup>A</sup> FILED  
NOV 14 '02 **3-21 PM**  
SURFACE TRANSPORTATION BOARD

# Schedule A

Number of Cars	Equipment Description
40	6,221 C.F. plastic pellet covered hopper car

1	CEFX	51225
2	CEFX	51252
3	CEFX	51255
4	CEFX	51256
5	CEFX	51260
6	CEFX	51273
7	CEFX	51334
8	CEFX	51431
9	CEFX	51445
10	CEFX	51448
11	CEFX	51456
12	CEFX	51458
13	CEFX	51471
14	CEFX	51473
15	CEFX	51476
16	CEFX	51477
17	CEFX	51478
18	CEFX	51479
19	CEFX	51480
20	CEFX	51485
21	CEFX	51486
22	CEFX	51487
23	CEFX	51488
24	CEFX	51489
25	CEFX	51491
26	CEFX	51492
27	CEFX	51493
28	CEFX	51494
29	CEFX	51496
30	CEFX	51497
31	CEFX	51501
32	CEFX	51502
33	CEFX	51503
34	CEFX	51504
35	CEFX	51507
36	CEFX	51511
37	CEFX	51512
38	CEFX	51513
39	CEFX	51514
40	CEFX	51515