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March 28, 2003

RECORDATION NO. 24264-D FILED

MAR 28 '03 4-24 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Equistar Chemicals, L.P.
Leveraged Lease Financing

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Loan and Security Agreement dated as of March 28, 2003, between The CIT Group/Equipment Financing, Inc., as Pledgor (*"Pledgor"*) and Lombard US Equipment Finance Corporation, as Secured Party (*"Secured Party"*), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Railcar Lease dated as of December 27, 2002, between Equistar Chemicals, L.P., as lessee (the *"Lessee"*) and The CIT Group/Equipment Financing, Inc., as Lessor which were recorded on December 27, 2002 under recordation numbers 24264-A and 24264-B.

The names and addresses of the parties to the enclosed document are as follows:

Pledgor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, New York 10036
Attention: Manager-Rail Resources

Secured Party: Lombard US Equipment Finance Corporation
222 South Riverside Plaza
Chicago, Illinois 60606
Attention: Regional Credit Manager

The equipment covered as of the date hereof by the aforesaid Memorandum of Loan and Security Agreement consists of 915 Steel Covered Hopper Cars bearing the reporting marks within the series EQUX 620124 through EQUX 631033; all as specifically described in Exhibit A attached hereto.

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

Memorandum of Loan and Security Agreement between The CIT Group/Equipment Financing, Inc., as Pledgor and Lombard US Equipment Finance Corporation, as Secured Party.

A fee of twenty-eight dollars ($28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER

By Michael D. Robson
Michael D. Robson

MDR/pka
Enclosures

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

Memorandum of Loan and Security Agreement, made and entered into as of March 21, 2003, by and between The CIT Group/Equipment Financing, Inc., a Delaware corporation, as Pledgor (*"Pledgor"*), and Lombard US Equipment Finance Corporation, a New York corporation, as Secured Party (*"Secured Party"*).

WITNESSETH:

The undersigned have entered into that certain Loan and Security Agreement dated as of March 26, 2003 (the *"Loan Agreement"*), by which the Pledgor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Secured Party in order to secure the Pledgor's performance of its obligations as described in the Loan Agreement.

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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By _____
Name: William Hunter
Title: Vice President

Executed on this 27th day of March, 2003.

LOMBARD US EQUIPMENT FINANCE CORPORATION

By _____
Name:
Title:

Executed on this ___ day of March, 2003.

RECORDATION NO. 24264-D FILED

MAR 28 '03 4-24 PM

SURFACE TRANSPORTATION BOARD

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1571702

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

Memorandum of Loan and Security Agreement, made and entered into as of March 28, 2003, by and between The CIT Group/Equipment Financing, Inc., a Delaware corporation, as Pledgor (*"Pledgor"*), and Lombard US Equipment Finance Corporation, a New York corporation, as Secured Party (*"Secured Party"*).

WITNESSETH:

The undersigned have entered into that certain Loan and Security Agreement dated as of March 28, 2003 (the *"Loan Agreement"*), by which the Pledgor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Secured Party in order to secure the Pledgor's performance of its obligations as described in the Loan Agreement.

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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By _____
Name:
Title:

Executed on this ___ day of March, 2003.

LOMBARD US EQUIPMENT FINANCE CORPORATION

By _____
Name: Michael G. Nawara
Title: Sr. Vice President

Executed on this 27 day of March, 2003.

1485967.01.01
1571702

STATE OF New York)
) SS.:
COUNTY OF New York)

On this, the 27th day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared William Hunter, who being by me duly sworn, says that (s)he is the Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on March 27, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Lorraine Rello Incontro

Name:
Notary Public
My Commission Expires:
Residing in _____

LORRAINE RELLO INCONTRO
Notary Public, State of New York
No. 31-4768359
Qualified In Nassau County
~~Certificate Filed in New York~~ County
Term Expires November 30, 2006

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of LOMBARD US EQUIPMENT FINANCE CORPORATION, that said instrument was signed on March __, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

_____

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on March __, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

_____
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 27th day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared Michael G. Nauman, who being by me duly sworn, says that (s)he is the Sr. Vice President of LOMBARD US EQUIPMENT FINANCE CORPORATION, that said instrument was signed on March 27, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Tanya M. Finn
Name: Tanya M. Finn
Notary Public
My Commission Expires:
Residing in Cook Co. IL

OFFICIAL SEAL
TANYA M FINN
NOTARY PUBLIC, STATE OF ILLINOIS
My commission expires 10/26/2003

Exhibit A

915 Steel Covered Hopper Cars

1	EQUX	620124
2	EQUX	620125
3	EQUX	620126
4	EQUX	620127
5	EQUX	620128
6	EQUX	620129
7	EQUX	620130
8	EQUX	620131
9	EQUX	620132
10	EQUX	620133
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93	EQUX	620216
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422	EQUX	630638
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454	EQUX	630670
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