

RECORDATION NO. 19626-T FILED

JUL 20 '04 1-57 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 20, 2004

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Sublease Agreement (PE), dated as of May 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Sublease Agreement which was previously filed with the Board under Recordation Number 19626-L.

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

Sublessor:	Solvay Polymers, Inc. 3333 Richmond Avenue Houston, Texas 77098
Sublessee:	BP Solvay Polyethylene North America 3333 Richmond Avenue Houston, Texas 77098

Mr. Vernon A. Williams
July 20, 2004
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A description of the railroad equipment covered by the enclosed document
is:

99 railcars: ELTX 4000 – ELTX 4099 (except ELTX 4046).

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

Termination of Sublease Agreement (PE).

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 stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 19626-T FILED

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SURFACE TRANSPORTATION BOARD

TERMINATION OF SUBLEASE AGREEMENT (PE)

DATED AS OF MAY 1, 2004

Between

Solvay Polymers Inc.
(Sublessor)

and

BP Solvay Polyethylene North America
(Sublessee)

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. SECTION 11301 ON _____, 2004, AT _____M., UNDER RECORDATION NUMBER _____, AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT ON _____, 2004, AT _____M.

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45439319.2

TERMINATION OF SUBLEASE AGREEMENT (PE)

Termination of Sublease Agreement (PE), dated and effective as of May 1, 2004 (this "Termination"), by and between Solvay Polymers, Inc., a Delaware corporation, as sublessor ("Sublessor"), and BP Solvay Polyethylene North America, a Delaware general partnership, as sublessee ("Sublessee").

WITNESSETH:

1. The undersigned have entered into that certain Sublease Agreement (PE) dated as of October 31, 2001, filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on November 1, 2001, and deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act of Canada on November 5, 2001, (the "Sublease Agreement").

2. Pursuant to Section 1(a) of the Sublease Agreement, the parties hereto agree that the Sublease Agreement is terminated and discharged effective as of:

December 13, 2001, with respect to Schedule 1 to the Sublease Agreement;

May 1, 2004, with respect to Schedule 2 to the Sublease Agreement;

June 19, 2002, with respect to Schedule 3 to the Sublease Agreement; and

June 19, 2002, with respect to Schedule 4 to the Sublease Agreement.

3. This Termination is being (a) filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 and (b) deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

4. The parties hereto are the same parties to the Sublease Agreement and such parties do hereby terminate the Sublease Agreement effective as of May 1, 2004.

[Signatures on following page]

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

SOLVAY POLYMERS, INC.

By: Edgar H. Case
Edgar H. Case
Treasurer

BP SOLVAY POLYETHYLENE
NORTH AMERICA

By: Robert J. Sokol
Robert J. Sokol
Vice President

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on July 2 2004, by Robert J. Sokol, the Vice President of BP SOLVAY POLYETHYLENE NORTH AMERICA.



Notary Public in and for
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 2nd day of July, 2004, before me personally appeared, Robert J. Sokol, to me personally known, being by me duly sworn, says that he is the Vice President of BP SOLVAY POLYETHYLENE NORTH AMERICA (the "Partnership"), and that the said instrument attached hereto was signed on behalf of the Partnership under the authority of the Partnership Agreement of the Partnership on July 2, 2004, and he acknowledged that the execution of the said instrument was the act and deed of the Partnership.

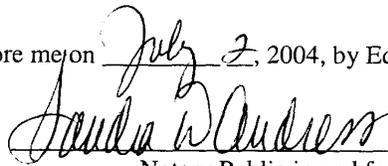


Notary Public in and for
the State of Texas

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on July 2, 2004, by Edgar H. Case, the Treasurer of SOLVAY POLYMERS, INC.

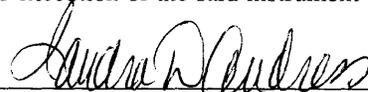


Notary Public in and for
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 2nd day of July, 2004, before me personally appeared, Edgar H. Case, to me personally known, being by me duly sworn, says that he is the Treasurer of SOLVAY POLYMERS, INC. (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 July 2, 2004, and he acknowledged that the execution of the said instrument was the act and deed of the Company.



Notary Public in and for
the State of Texas

Schedule 2 to Sublease

Head Lease: Equipment Lease Agreement (Solvay Polymers Equipment Trust 1995) dated as of September 1, 1995 between Wilmington Trust Company, as owner trustee, and Solvay Polymers, Inc.

Equipment: 99 Center Flow covered hopper rail cars of 5,800 cu. ft. capacity initialled ELTX and numbered 4000 through 4099 (except 4046 which suffered a casualty), together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

Head Lessor/Lender Consent: Not required.