



CORPORATION SERVICE COMPANY

RECORDATION NO. 24398-A FILED

AUG 03 '04

3-52 PM



August 2, 2004

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

RE: 125499-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 12, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **CHEVRON PHILLIPS CHEMICAL COMPANY LP**  
10001 Six Pines Drive, The Woodlands, TX 77380

**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: **CHEVRON PHILLIPS CHEMICAL COMPANY LP**, covering 27 rail cars with reporting marks and numbers -DBUX 300207 - DBUX 300443 - NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation # 24398 dated 04/09/99 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 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

limited partnership

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12<sup>th</sup> day of May, 2004, 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 CHEVRON PHILLIPS CHEMICAL COMPANY LP, a Delaware corporation, with an address at ~~1301 McKinney, Houston, Tx 77010-3030~~ 10001 Six Pine Drive, The Woodlands, Texas 77380 (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 March 3, 2003 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on April 9, 2003 and given Recordation Number 24398.

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

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SURFACE TRANSPORTATION BOARD

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.

CHEVRON PHILLIPS CHEMICAL COMPANY LP

By: John Barrett  
Name: John Barrett ON  
Title: Business Services Mgr

## Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
27	28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated	
1	DBUX	300207
2	DBUX	300345
3	DBUX	300349
4	DBUX	300356
5	DBUX	300360
6	DBUX	300370
7	DBUX	300373
8	DBUX	300374
9	DBUX	300377
10	DBUX	300380
11	DBUX	300382
12	DBUX	300383
13	DBUX	300391
14	DBUX	300422
15	DBUX	300423
16	DBUX	300428
17	DBUX	300429
18	DBUX	300430
19	DBUX	300431
20	DBUX	300432
21	DBUX	300433
22	DBUX	300434
23	DBUX	300435
24	DBUX	300436
25	DBUX	300437
26	DBUX	300442
27	DBUX	300443