



CORPORATION SERVICE COMPANY  
March 31, 2005

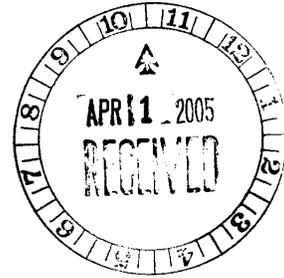
Barbara Saddler  
Surface Transportation Board  
Recordation Office  
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RECORDATION NO. 23819-C FILED

APR 01 '05

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SURFACE TRANSPORTATION BOARD



RE: 142571-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 9, 2005 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: **TOTAL PETROCHEMICALS USA, INC. fka**  
**ATOFINA PETROCHEMICALS INC.**  
15710 JFK Boulevard 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: **TOTAL PETROCHEMICALS USA, INC. fka ATOFINA PETROCHEMICALS INC.** covering 5 tank cars with reporting marks and numbers –DBUX 300198 – DBUX 300215 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23819 dated 01/10/2002 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9<sup>th</sup> day of March, 2005 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").

(HAC) gm  
TOTAL PETROCHEMICALS USA, INC.,  
formerly known as

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lesser 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 hereto a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 10, 2002 as recordation number 23819.

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.

RECORDATION NO. 23819-C FILED

By: Joseph J. 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.

~~ATOFINA PETROCHEMICALS, INC.~~ TOTAL PETROCHEMICALS USA, INC. (HAC) gm

By: Rochester (HAC)  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

# Schedule A

Number of Cars	Equipment Description	
5	28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated	
1	DBUX	300198
2	DBUX	300200
3	DBUX	300202
4	DBUX	300203
5	DBUX	300215