



CORPORATION SERVICE COMPANY

RECORDATION NO. 23814-B FILED

DEC 06 '05

2-17 PM

SURFACE TRANSPORTATION BOARD



Monday, December 05, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 148649-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 2, 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.**  
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: **TOTAL PETROCHEMICALS USA, INC.** covering (40) 6,221 C.F. plastic pellet covered hopper car with reporting marks and numbers – CEFX 51225 – CEFX 51515 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23814 dated 01/10/2002 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) 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,

Terri Barry  
Motor Vehicle Specialist

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2 day of Nov., 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, TOTAL PETROCHEMICALS USA, INC. (formerly known as ATOFINA PETROCHEMICALS, INC.), a Delaware corporation, with an address at 15700 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 Lease Extension Certificate (the "Certificate") dated as of Nov. 2, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of December 31, 2001 and effective as of October 23, 1999 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on January 10, 2002 as recordation number 23814.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties 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 extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, 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 J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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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.

TOTAL PETROCHEMICALS USA, INC. f/k/a ATOFINA PETROCHEMICALS, INC.

By: [Signature]  
Name: SPENCER J. PUCSİK  
Title: V.ICE PRESIDENT SUPPLY CHAIN

# 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