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RECORDATION NO. 26309 FILED

APR 25 '06

4-41 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

April 25, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Railcar Lease Agreement, a primary document, dated as of April 25, 2006. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Railcar Lease Agreement are:

Lessor:

Wells Fargo Bank Northwest, N.A.
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Lessee:

Basell USA Inc.
912 Appleton Road
Elkton, MD 21921

A description of the equipment covered by the Memorandum of Railcar Lease Agreement consists of 30 plastic pellet hopper cars numbered MLLX 10001-10011, inclusive, and 10013-10031, inclusive.

BALL JANIK LLP

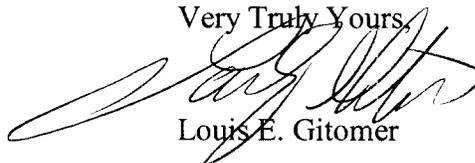
Honorable Vernon A. Williams
April 25, 2006
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A fee of \$ 34.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Railcar Lease Agreement between Wells Fargo Bank Northwest, N.A., 299 South Main Street, 12th Floor, Salt Lake City, UT 84111, and Basell USA Inc., 912 Appleton Road, Elkton, MD 21921, covering 30 plastic pellet hopper cars numbered MLLX 10001-10011, inclusive, and 10013-10031, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', written over the typed name below.

Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

dated as of April 25, 2006

between

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity but solely as trustee,
as Lessor,

BASELL USA INC.
as Lessee.

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RIALCAR LEASE AGREEMENT is made and entered into as of April 11, 2006, between WELLS FARGO BANK NORTHWEST, N.A. Corporate Trust Services, not in its individual capacity but solely as trustee ("Lessor"), 299 South Main Street, 12th Floor, MAC U1228-120, Salt Lake City, Utah 84111 and BASELL USA INC. ("Lessee"), 912 Appleton Road, Elkton, Maryland 21921, with reference to the following:

1. Pursuant to a Lease Agreement dated as of April __, 2006, Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described therein between Lessor and Lessee.
3. This Memorandum of Railcar Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Railcar Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity but solely as trustee,
as Lessor

By: 
Name: Val T. Orton
Title: Vice President

BASELL USA INC.
as Lessee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity but solely as trustee,
as Lessor

By: _____
Name: _____
Title: _____

BASELL USA INC.
as Lessee

By: Marcello Sciota
Name: MARCELLO SCIOTA
Title: VP FINANCE AND TREASURER

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this ___ day of April 2006, before me, _____, the undersigned Notary Public, personally appeared Val T. Orton personally known to me to be the person who executed the within instrument as VICE PRESIDENT on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]



Notary Public

My commission expires:



STATE OF Maryland)
) ss.
COUNTY OF Cecil)

On this 3rd day of April 2006, before me, David W. O'Connor the undersigned Notary Public, personally appeared Marcello Sciota personally known to me to be the person who executed the within instrument as VP Finance and Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]



Notary Public

My commission expires:

DAVID W. O'CONNOR
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 6, 2007

EXHIBIT A
TO MEMORANDUM OF RAILCAR LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

PREFIX	RC NUMBER	YEAR BUILT	DISPOSITION
MLLX	10001	1998	Potomac
MLLX	10002	1998	Potomac
MLLX	10003	1998	Potomac
MLLX	10004	1998	Potomac
MLLX	10005	1998	Potomac
MLLX	10006	1998	Potomac
MLLX	10007	1998	Potomac
MLLX	10008	1998	Potomac
MLLX	10009	1998	Potomac
MLLX	10010	1998	Potomac
MLLX	10011	1998	Potomac
MLLX	10013	1998	Potomac
MLLX	10014	1998	Potomac
MLLX	10015	1998	Potomac
MLLX	10016	1998	Potomac
MLLX	10017	1998	Potomac
MLLX	10018	1998	Potomac
MLLX	10019	1998	Potomac
MLLX	10020	1998	Potomac
MLLX	10021	1998	Potomac
MLLX	10022	1998	Potomac
MLLX	10023	1998	Potomac
MLLX	10024	1998	Potomac
MLLX	10025	1998	Potomac
MLLX	10026	1998	Potomac
MLLX	10027	1998	Potomac
MLLX	10028	1998	Potomac
MLLX	10029	1998	Potomac
MLLX	10030	1998	Potomac
MLLX	10031	1998	Potomac