



CORPORATION SERVICE COMPANY

RECORDATION NO. 23814-C FILED

FEB 20 07

3-34 PM

SURFACE TRANSPORTATION BOARD

February 13, 2007

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street NW Suite 70
Washington, DC 20423
202-565-1656

RE: 755026/010

Dear Barbara:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 02/21/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Total Petrochemicals USA, Inc. fka Atofina Petrochemicals Inc.
1201 Louisiana Street
Houston, TX 77002

Lessor:

The CIT Group/Equipment Financing Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist



MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4th day of Dec, 2006, 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 1201 LOUISIANA Street, Suite 1800, Houston, TX, 77002 (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 12/09/06 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 that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William F. O'Brien
Name: William F. O'Brien
Title: 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 that the foregoing is true and correct.

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

By: Rob Maes
Name: COMMERCIAL ADVISOR
Title: 12/4/06

Schedule A

Number of Cars

Equipment Description

69 6,221 C.F. plastic pellet covered hopper car

1	CEFX	51220	53	CEFX	51440
2	CEFX	51228	54	CEFX	51441
3	CEFX	51243	55	CEFX	51442
4	CEFX	51247	56	CEFX	51459
5	CEFX	51248	57	CEFX	51475
6	CEFX	51249	58	CEFX	51481
7	CEFX	51257	59	CEFX	51483
8	CEFX	51264	60	CEFX	51484
9	CEFX	51290	61	CEFX	51490
10	CEFX	51296	62	CEFX	51495
11	CEFX	51298	63	CEFX	51498
12	CEFX	51307	64	CEFX	51500
13	CEFX	51310	65	CEFX	51505
14	CEFX	51312	66	CEFX	51506
15	CEFX	51313	67	CEFX	51508
16	CEFX	51315	68	CEFX	51509
17	CEFX	51317	69	CEFX	51510
18	CEFX	51324			
19	CEFX	51325			
20	CEFX	51326			
21	CEFX	51327			
22	CEFX	51328			
23	CEFX	51329			
24	CEFX	51330			
25	CEFX	51333			
26	CEFX	51335			
27	CEFX	51339			
28	CEFX	51340			
29	CEFX	51341			
30	CEFX	51343			
31	CEFX	51344			
32	CEFX	51346			
33	CEFX	51364			
34	CEFX	51373			
35	CEFX	51375			
36	CEFX	51377			
37	CEFX	51379			
38	CEFX	51384			
39	CEFX	51390			
40	CEFX	51394			
41	CEFX	51395			
42	CEFX	51396			
43	CEFX	51400			
44	CEFX	51403			
45	CEFX	51411			
46	CEFX	51417			
47	CEFX	51418			
48	CEFX	51427			
49	CEFX	51429			
50	CEFX	51430			
51	CEFX	51432			
52	CEFX	51436			