



CORPORATION SERVICE COMPANY

RECORDATION NO. 23814-1 FILED

FEB 20 '07

3-41 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: 755026/005

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 RAILCAR LEASE

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. f/k/a ATOFINA PETROCHEMICALS, INC., a Delaware corporation, with an address at 1201 Louisiana Street, Houston, Texas 77002 (the "Lessee" and, together with the Lessor, the "Parties").

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 23814.

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 that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William M. O'Brien
Name: William M. 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

125

6,245 C.F. plastic pellet covered hopper car

1	CEFX	54292	53	CEFX	54496	105	CEFX	54566
2	CEFX	54299	54	CEFX	54498	106	CEFX	54567
3	CEFX	54336	55	CEFX	54499	107	CEFX	54568
4	CEFX	54369	56	CEFX	54504	108	CEFX	54569
5	CEFX	54393	57	CEFX	54505	109	CEFX	54570
6	CEFX	54396	58	CEFX	54507	110	CEFX	54573
7	CEFX	54397	59	CEFX	54508	111	CEFX	54576
8	CEFX	54399	60	CEFX	54509	112	CEFX	54577
9	CEFX	54405	61	CEFX	54511	113	CEFX	54578
10	CEFX	54406	62	CEFX	54512	114	CEFX	54579
11	CEFX	54409	63	CEFX	54514	115	CEFX	54580
12	CEFX	54414	64	CEFX	54517	116	CEFX	54581
13	CEFX	54415	65	CEFX	54518	117	CEFX	54582
14	CEFX	54417	66	CEFX	54524	118	CEFX	54583
15	CEFX	54418	67	CEFX	54525	119	CEFX	54584
16	CEFX	54419	68	CEFX	54526	120	CEFX	54585
17	CEFX	54422	69	CEFX	54527	121	CEFX	54586
18	CEFX	54424	70	CEFX	54530	122	CEFX	54587
19	CEFX	54426	71	CEFX	54531	123	CEFX	54588
20	CEFX	54430	72	CEFX	54532	124	CEFX	54589
21	CEFX	54437	73	CEFX	54533	125	CEFX	54590
22	CEFX	54439	74	CEFX	54534			
23	CEFX	54440	75	CEFX	54535			
24	CEFX	54441	76	CEFX	54536			
25	CEFX	54443	77	CEFX	54537			
26	CEFX	54445	78	CEFX	54538			
27	CEFX	54446	79	CEFX	54539			
28	CEFX	54449	80	CEFX	54540			
29	CEFX	54451	81	CEFX	54541			
30	CEFX	54452	82	CEFX	54542			
31	CEFX	54453	83	CEFX	54543			
32	CEFX	54454	84	CEFX	54544			
33	CEFX	54455	85	CEFX	54545			
34	CEFX	54456	86	CEFX	54546			
35	CEFX	54457	87	CEFX	54547			
36	CEFX	54460	88	CEFX	54548			
37	CEFX	54462	89	CEFX	54549			
38	CEFX	54463	90	CEFX	54550			
39	CEFX	54467	91	CEFX	54551			
40	CEFX	54468	92	CEFX	54552			
41	CEFX	54469	93	CEFX	54553			
42	CEFX	54470	94	CEFX	54554			
43	CEFX	54475	95	CEFX	54556			
44	CEFX	54480	96	CEFX	54557			
45	CEFX	54481	97	CEFX	54558			
46	CEFX	54483	98	CEFX	54559			
47	CEFX	54487	99	CEFX	54560			
48	CEFX	54488	100	CEFX	54561			
49	CEFX	54489	101	CEFX	54562			
50	CEFX	54490	102	CEFX	54563			
51	CEFX	54491	103	CEFX	54564			
52	CEFX	54495	104	CEFX	54565			