



CORPORATION SERVICE COMPANY

RECORDATION NO. 23551-A FILED

APR 09 '07

2-40 PM

SURFACE TRANSPORTATION BOARD



April 6, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 839197/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 04/13/2007

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:

Lyondell Chemical Company
PO Box 3646
Houston, TX 77253

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
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 1st day of ~~FEBRUARY~~, 2001 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and LYONDELL CHEMICAL COMPANY, a Delaware corporation, with an address at P.O. Box 3646, Houston, TX 77253-3546 (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 Master Railcar Lease (the "Lease") dated as of May 29, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 5, 2001 and given Recordation Number 23551.

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.

By: [Signature]
Name: [Signature]
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.

LYONDELL CHEMICAL COMPANY

By: [Signature]
Name: JENNIFER NELSON
Title: PRINCIPAL BUYER

Schedule A

Number of Cars

Equipment Description

47 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	PLMX	37695
2	PLMX	37696
3	PLMX	37697
4	PLMX	37698
5	PLMX	37699
6	PLMX	37700
7	PLMX	37705
8	PLMX	37706
9	PLMX	37707
10	PLMX	37709
11	PLMX	37710
12	PLMX	37711
13	PLMX	37712
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37	PLMX	37749
38	PLMX	37751
39	PLMX	37754
40	PLMX	37755
41	PLMX	37756
42	PLMX	37757
43	PLMX	37758
44	PLMX	37759
45	PLMX	37760
46	PLMX	37761
47	PLMX	37795