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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 2, 2008

RECORDATION NO. 15707-H FILED

MAY 02 '08 -1 30 PM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment to Lease, dated as of April 25, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The purpose of the enclosed document is to correct an error in the railroad equipment covered by Schedule 804 in the various documents previously filed with the Commission and the Board under Recordation Number 15707.

The names and addresses of the parties to the enclosed document are:

Lessee:	Basell USA Inc. (formerly Himont USA Inc.) 912 Appleton Road Elkton MD 21921
Old Lessor:	EntreCap Financial LLC (formerly Pitney Bowes Credit Corporation) 27 Waterview Drive Shelton, CT 06484
New Lessor:	Compass Rail XII Corporation 750 Battery Street, Suite 430 San Francisco, CA 94111

Anne K. Quinlan, Esquire  
May 2, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Equipment Schedule 804 is corrected to read as follows: 100 cars HPIX 88201 – HPIX 88300;

A short summary of the document to appear in the index is:

Amendment to Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 02 '08 -1 3 0 PM

**SURFACE TRANSPORTATION BOARD**

**Amendment to Lease**

This Amendment to Lease dated as of April 26, 2008 is executed by and delivered to Basell USA Inc. (Formerly Himont USA Inc.) ("Lessee"), EntreCap Financial LLC (Formerly Pitney Bowes Credit Corporation) ("Former Lessor") and Compass Rail X Corporation ("New Lessor") (collectively, the "Parties").

Lessee and Former Lessor entered into Master Lease Agreement Number 0046680 dated June 9, 1988 (the "Master Lease") and Lease Schedule 0046680-804 thereto dated October 21, 1998 ("Schedule 804"), among other Schedules. The Car bearing car mark HPIX88200 which had already been included on a different Schedule to the Master Lease was also inadvertently included on Schedule 804, and the Car bearing mark HPIX88300 should have been included on Schedule 804. The Parties therefore wish to amend Schedule 804 effective as of its execution to reflect these changes.

Now, therefore, intending to be bound, the Parties hereto agree as follows:

1. The list of Cars specified on Schedule 'A' Equipment List to Schedule 804 is hereby amended by (a) deleting therefrom the reference to the Car bearing mark HPIX88200 and Serial Number 9358 and (b) adding thereto the Car bearing mark HPIX88300.
2. Such amendment shall be deemed effective as of the execution of Schedule 804 on October 21, 1998.

With the exception of changes documented by this Amendment, the Lease and any other amendments thereto shall be unaffected by this Amendment and shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF the Parties have executed this Amendment to Lease effective as of the date first shown above.

Lessee:  
Basell USA Inc

Former Lessor:  
EntreCap Financial LLC

SB Bill Kreis  
 Name  
SR Manager, Transportation  
 Title

\_\_\_\_\_  
 Name  
 \_\_\_\_\_  
 Title

New Lessor:  
Compass Rail X Corporation

\_\_\_\_\_  
 Name  
 \_\_\_\_\_  
 Title

Verification of Signatures

Lessee:  
Basell USA Inc

Bill Kusin  
Name  
SR Manager, Transportation  
Title

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the Lessee by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

\_\_\_\_\_  
Signature

Former Lessor:  
EntreCap Financial LLC

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the Former Lessor by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

\_\_\_\_\_  
Signature

New Lessor:  
Compass Rail X Corporation

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the New Lessor by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

\_\_\_\_\_  
Signature

Amendment to Lease

This Amendment to Lease dated as of April 15, 2008 is executed by and delivered to Basell USA Inc. (Formerly Himont USA Inc.) ("Lessee"), EntreCap Financial LLC (Formerly Pitney Bowes Credit Corporation) ("Former Lessor") and Compass Rail X Corporation ("New Lessor") (collectively, the "Parties").

Lessee and Former Lessor entered into Master Lease Agreement Number 0046680 dated June 9, 1988 (the "Master Lease") and Lease Schedule 0046680-804 thereto dated October 21, 1998 ("Schedule 804"), among other Schedules. The Car bearing car mark HPIX88200 which had already been included on a different Schedule to the Master Lease was also inadvertently included on Schedule 804, and the Car bearing mark HPIX88300 should have been included on Schedule 804. The Parties therefore wish to amend Schedule 804 effective as of its execution to reflect these changes.

Now, therefore, intending to be bound, the Parties hereto agree as follows:

1. The list of Cars specified on Schedule 'A' Equipment List to Schedule 804 is hereby amended by (a) deleting therefrom the reference to the Car bearing mark HPIX88200 and Serial Number 9358 and (b) adding thereto the Car bearing mark HPIX88300.
2. Such amendment shall be deemed effective as of the execution of Schedule 804 on October 21, 1998.

With the exception of changes documented by this Amendment, the Lease and any other amendments thereto shall be unaffected by this Amendment and shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF the Parties have executed this Amendment to Lease effective as of the date first shown above.

Lessee:  
Basell USA Inc

Former Lessor:  
EntreCap Financial LLC

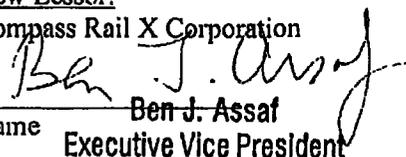
\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Title

New Lessor:  
Compass Rail X Corporation

  
Name **Ben J. Assaf**

Executive Vice President

\_\_\_\_\_  
Title

Verification of Signatures

Lessee:

Basell USA Inc

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the Lessee by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

\_\_\_\_\_  
Signature

Former Lessor:

EntreCap Financial LLC

\_\_\_\_\_  
Name

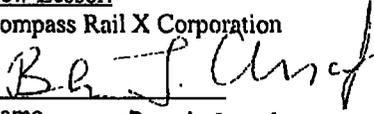
\_\_\_\_\_  
Title

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the Former Lessor by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

\_\_\_\_\_  
Signature

New Lessor:

Compass Rail X Corporation



Name **Ben J. Assaf**

Title **Executive Vice President**

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the New Lessor by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

\_\_\_\_\_  
Signature

**Amendment to Lease**

This Amendment to Lease dated as of April 25, 2008 is executed by and delivered to Basell USA Inc. (Formerly Himont USA Inc.) ("Lessee"), EntreCap Financial LLC (Formerly Pitney Bowes Credit Corporation) ("Former Lessor") and Compass Rail X Corporation ("New Lessor") (collectively, the "Parties").

Lessee and Former Lessor entered into Master Lease Agreement Number 0046680 dated June 9, 1988 (the "Master Lease") and Lease Schedule 0046680-804 thereto dated October 21, 1998 ("Schedule 804"), among other Schedules. The Car bearing car mark HPIX88200 which had already been included on a different Schedule to the Master Lease was also inadvertently included on Schedule 804, and the Car bearing mark HPIX88300 should have been included on Schedule 804. The Parties therefore wish to amend Schedule 804 effective as of its execution to reflect these changes.

Now, therefore, intending to be bound, the Parties hereto agree as follows:

1. The list of Cars specified on Schedule 'A' Equipment List to Schedule 804 is hereby amended by (a) deleting therefrom the reference to the Car bearing mark HPIX88200 and Serial Number 9358 and (b) adding thereto the Car bearing mark HPIX88300.
2. Such amendment shall be deemed effective as of the execution of Schedule 804 on October 21, 1998.

With the exception of changes documented by this Amendment, the Lease and any other amendments thereto shall be unaffected by this Amendment and shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF the Parties have executed this Amendment to Lease effective as of the date first shown above.

Lessee:  
Basell USA Inc

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

Former Lessor:  
EntreCap Financial LLC

  
Name

Vice President  
\_\_\_\_\_  
Title

New Lessor:  
Compass Rail X Corporation

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

Verification of Signatures

Lessee:  
Basell USA Inc

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the Lessee by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

\_\_\_\_\_  
Signature

Former Lessor:  
EntreCap Financial LLC

Jeffrey J. Ramos

Name

Vice President

Title

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the Former Lessor by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

Jeffrey J. Ramos  
Signature

New Lessor:  
Compass Rail X Corporation

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

I hereby certify under the pains and penalty of perjury that as of the date of the attached Amendment, I hold the title and office specified above, that this attached Amendment to Lease was signed on behalf of the New Lessor by authority of its Board of Directors, and that the execution of this instrument is the free act and deed of the company.

\_\_\_\_\_  
Signature

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/12/08



\_\_\_\_\_  
Robert W. Alvord