

RECORDATION NO. 24115-A FILED

MAY 09 '08

4-16 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

May 7, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 11, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 24115.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Total Petrochemicals USA, Inc.
f.k.a. ATOFINA Petrochemicals, Inc.
1201 Louisiana Street
Houston, TX 77002

A description of the railroad equipment covered by the enclosed document is eighty nine (89) 5851 cu. ft. lined, covered hopper cars with FURX, NDYX and TQEX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of 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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures

(ATPL003)

ASSGN. NO.: ATPE003

MAY 09 '08

4-10 PM

MEMORANDUM OF LEASE

SURFACE ~~MINING~~ OPERATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11 day of April, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Total Petrochemicals USA, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 1, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 7, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

By: Susan Grotulsky
Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR OF
Title: DOCUMENTATION

Executed on this 11th day of April, 2008

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp of seal, this 11th day of April, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



CMY

LESSEE:

TOTAL PETROCHEMICALS USA, INC.

By: _____

Name: STEPHEN J. POCNIK

Title: VICE PRESIDENT

ATTEST:

By: Amy Troha

Name: Amy Troha

Title: Executive Admin Assistant Executed on this 28th day of March, 2008.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF HARRIS

I, TAMMY M. STEWART, a Notary Public of the County and State aforesaid, certify that STEPHEN J. POCNIK personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of MARCH, 2008.

Tammy M. Stewart
Notary Public

Commission Expires:

MAY 29, 2009
(Notary Public)

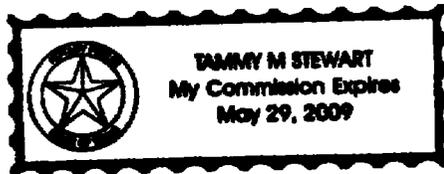


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-nine (89)

DESCRIPTION OF CARS: Covered Hopper Cars, 5851 cu. ft. lined, 286 GRL,
with pneumatic gates

CAR NUMBERS:

FURX 870104	FURX 870417	FURX 870571
FURX 870105	FURX 870419	FURX 870582
FURX 870111	FURX 870421	FURX 870583
FURX 870112	FURX 870430	FURX 870589
FURX 870130	FURX 870440	NDYX 870127
FURX 870133	FURX 870446	NDYX 870365
FURX 870139	FURX 870447	NDYX 870420
FURX 870152	FURX 870453	NDYX 870422
FURX 870154	FURX 870454	TQEX 58034
FURX 870160	FURX 870461	TQEX 58035
FURX 870164	FURX 870464	TQEX 58076
FURX 870295	FURX 870468	TQEX 58092
FURX 870329	FURX 870469	TQEX 58129
FURX 870330	FURX 870473	TQEX 58132
FURX 870338	FURX 870478	TQEX 58174
FURX 870346	FURX 870480	TQEX 58185
FURX 870347	FURX 870487	TQEX 58224
FURX 870351	FURX 870488	TQEX 58227
FURX 870352	FURX 870496	TQEX 58286
FURX 870354	FURX 870500	TQEX 58294
FURX 870356	FURX 870503	TQEX 58299
FURX 870360	FURX 870511	TQEX 58307
FURX 870366	FURX 870518	TQEX 58312
FURX 870378	FURX 870534	TQEX 58316
FURX 870381	FURX 870546	TQEX 58331
FURX 870387	FURX 870552	TQEX 58345
FURX 870390	FURX 870554	TQEX 58355
FURX 870395	FURX 870555	TQEX 58359
FURX 870401	FURX 870562	TQEX 58419
FURX 870410	FURX 870567	