

RECORDATION NO. 18982-K **FILED**

AUG 24 '11 -1 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

August 24, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U S C. Section 11301(a) are two (2) copies of a Lease Supplement No 8 (Solvay Polymers Equipment Trust 1994), dated as of July 14, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Board under Recordation Number 18982.

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

| | |
|--------|---|
| Lessor | Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890 |
| Lessee | Innovene Polyethylene North America 2600 South Shore Boulevard League City, Texas 75573 |

Chief
Section of Administration
August 24, 2011
Page Two

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

1 covered hopper railcar RELEASED. ELTX 3445.

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

Lease Supplement No. 8 (Solvay Polymers Equipment Trust 1994).

Also enclosed is a check in the amount of \$41 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,



✓ Robert W. Alvord

RWA/sem
Enclosures

LEASE SUPPLEMENT NO. 8
(Solvay Polymers Equipment Trust 1994)

RECORDATION NO. 18982-K
FILED

AUG 24 '11 -1 00 PM

SURFACE TRANSPORTATION BOARD

Dated July 14, 2011

Between

WILMINGTON TRUST COMPANY

not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement (Solvay Polymers Equipment Trust 1994) dated as of June 1, 1994, between the Owner Participant and Wilmington Trust Company in its individual capacity,

Lessor

and

INEOS POLYETHYLENE NORTH AMERICA,

Lessee

ELTX 3445

FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. SECTION 11301 ON _____, 2011, AT _____ A.M. UNDER RECORDATION NUMBER 18982-___ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT ON _____, 2011, AT _____ A.M.

LEASE SUPPLEMENT NO. 8
(Solvay Polymers Equipment Trust 1994)

This LEASE SUPPLEMENT NO. 8, dated July 14, 2011 (this "**Lease Supplement**"), is entered into between WILMINGTON TRUST COMPANY, a Delaware trust company, not in its individual capacity, except as otherwise expressly provided for in the Lease (as defined below), but solely as trustee under the Trust Agreement (Solvay Polymers Equipment Trust 1994), dated as of June 1, 1994, that creates the trust identified under the title hereof, as lessor ("**Lessor**"), and INEOS POLYETHYLENE NORTH AMERICA, a Delaware general partnership (formerly Innovene Polyethylene North America, formerly BP Solvay Polyethylene North America, successor to Solvay Polymers, Inc.), as lessee ("**Lessee**").

A. Lessor and Lessee have heretofore entered into the Equipment Lease Agreement (Solvay Polymers Equipment Trust 1994), dated as of June 1, 1994 (the "**Lease**"), to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes set forth in Section 28(c) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement (Solvay Polymers Equipment Trust 1994), dated as of June 1, 1994, among Manufacturers Hanover Leasing International Corp. (successor to J.P. Morgan Interfunding Corp.) ("**Owner Participant**"), Wilmington Trust Company, not in its individual capacity, except as otherwise expressly provided for therein, but solely as trustee under the Trust Agreement (Solvay Polymers Equipment Trust 1994), dated as of June 1, 1994, that creates the trust identified under the title hereof, Lessee and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. An Event of Loss occurred with respect to the equipment described in Schedule I to this Lease Supplement (the "**Lost Equipment**"). Lessor acknowledges that, pursuant to Section 28(a)(i) of the Lease, Lessee has paid to Lessor the following amounts on July 14, 2011: (i) the amount of \$31,439.15 as the Stipulated Loss Value of the Lost Equipment, and (ii) the amount of \$181,560.85 as the Rent due pursuant to the Lease, for a total payment of \$213,000.00, and has otherwise fulfilled its SLV Obligations (as defined in the Lease) with respect to such Lost Equipment.

3. Lessor and Lessee agree that, effective as of July 14, 2011:

- (i) all right, title and interest of Lessor in and to the Lost Equipment is assigned, sold and transferred to Lessee (subject, in all respects, to the

provisions of the Bill of Sale of even date herewith with respect to the Lost Equipment);

- (ii) the Lost Equipment is released and discharged from the provisions of the Lease;
- (iii) Lessee has no further obligation to pay any Rent with respect to the Lost Equipment; and
- (iv) Schedule II hereto sets forth revised Basic Rent Factors and Basic Rent amounts (in United States dollars) for the remaining Equipment covered under the Lease.

4. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

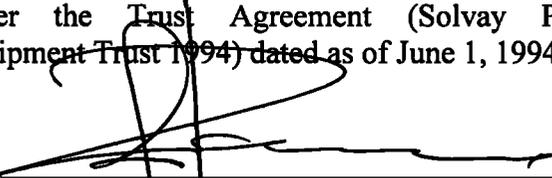
5. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

6. This Lease Supplement shall in all respects be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflicts of law.

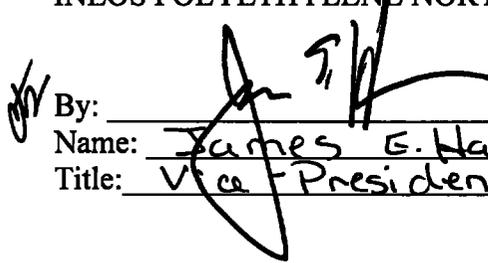
[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement (Solvay Polymers Equipment Trust 1994) dated as of June 1, 1994

By: 
Name: Jose L. Paredes
Title: Assistant Vice President

INEOS POLYETHYLENE NORTH AMERICA

ack 
By: _____
Name: James E. Harris
Title: Vice President of Operations

SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT

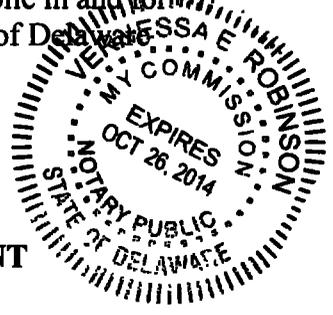
STATE OF DELAWARE §
 §
COUNTY OF NEWCASTLE §

This instrument was acknowledged before me on July 29, 2011, by Jose L. Paredes, the Assistant Vice President of WILMINGTON TRUST COMPANY, a Delaware trust company.

Vernessa E Robinson

Notary Public in and for the State of Delaware

My Commission Expires: **VERNESSA E. ROBINSON**
 Notary Public - State of Delaware
 My Comm. Expires Oct. 26, 2014



REGISTRAR GENERAL ACKNOWLEDGMENT

STATE OF DELAWARE §
 §
COUNTY OF NEWCASTLE §

On this 29 day of July, 2011, before me personally appeared Jose L. Paredes, to me personally known, being by me duly sworn, says that he/she is the Assistant Vice President of WILMINGTON TRUST COMPANY, a Delaware trust company (the "Company"), and that the said instrument attached hereto was signed on behalf of the Company under the authority of the Board of Directors on July 29, 2011, and he/she acknowledged that the execution of the said instrument was the act and deed of the Company.

Vernessa E Robinson

Notary Public in and for the State of Delaware

My Commission Expires: **VERNESSA E. ROBINSON**
 Notary Public - State of Delaware
 My Comm. Expires Oct. 26, 2014



**SCHEDULE I TO LEASE SUPPLEMENT NO. 8
(Solvay Polymers Equipment Trust 1994)**

DESCRIPTION OF THE LOST EQUIPMENT

One Center Flow® covered hopper railcar of 5,711 cubic foot capacity, initialed ELTX and numbered 3445, together with all parts, appurtenances and other equipment or property attached to said unit of railroad equipment.

**SCHEDULE II TO LEASE SUPPLEMENT NO. 8
(Solvay Polymers Equipment Trust 1994)**

**BASIC RENT FACTORS AND
BASIC RENT AMOUNTS**

See attached

SCHEDULE II
TO LEASE SUPPLEMENT NO 8

REVISED BASIC RENT FACTORS AND RENT AMOUNTS
(Solvay Polymers Equipment Trust 1994)

\$25,079,770.92 : Revised Equip. Cost (456 Remaining Cars)

464 : Original Car Count

456 : Revised Car Count Less: ELTX 3161, 3213, 3306, 3336, 3397, 3417, 3437, 3445

| Rental Date | No. | Total Rent (%) | Advance Rent (%) | Total Rent (\$) | Advance Rent (\$) |
|-------------|-----|----------------|------------------|-----------------|-------------------|
| Jan 14 2012 | 35 | 7 97328514% | 7 97328514% | \$1,999,681 65 | \$1,999,681 65 |
| Jul 14 2012 | 36 | 0 44173739% | 0 44173739% | \$110,786 73 | \$110,786 73 |
| Jan 14 2013 | 37 | 8 27649007% | 8 27649007% | \$2,075,724 75 | \$2,075,724 75 |
| Jul 14 2013 | 38 | 0 13853246% | 0 13853246% | \$34,743 62 | \$34,743 62 |
| Jan 14 2014 | 39 | 3 70805715% | 3 70805715% | \$929,972 24 | \$929,972 24 |
| Jul 14 2014 | 40 | 4 70696537% | 4 70696537% | \$1,180,496 13 | \$1,180,496 13 |
| Jan 14 2015 | 41 | 0 00039185% | 0 00039185% | \$98 28 | \$98 28 |
| Jul 14 2015 | 42 | 8 41463067% | 8 41463067% | \$2,110,370 10 | \$2,110,370 10 |
| Jan 14 2016 | 43 | 0 00039185% | 0 00039185% | \$98 28 | \$98 28 |
| Jul 14 2016 | 44 | 8 41463067% | 8 41463067% | \$2,110,370 10 | \$2,110,370 10 |
| Jan 14 2017 | 45 | 4 20751126% | 4 20751126% | \$1,055,234 19 | \$1,055,234 19 |