

RECORDATION NO. 22132-K FILED

OCT 17 '11 10 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
F. SWORTH C. ALVORD (1964)

October 17, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No 3 (Solvay Polymers Equipment Trust 1999), dated as of July 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Equipment Lease Agreement and related documents previously filed with the Board under Recordation Number 22132

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

Lessor Wilmington Trust Company, not in its individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Lessee Ineos Polyethylene North America, formerly Innovene Polyethylene North America, formerly BP Solvay Polyethylene North America, successor to Solvay Polymers, Inc.
Marina View Building
2600 South Shore Blvd
League City, TX 77573

Chief of the Section of Administration
October 17, 2011
Page 2

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

2 railcars RELEASED HLTX 6099 and HLTX 6290

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

Lease Supplement No 3 (Solvay Polymers Equipment Trust 1999)

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,



✓ Edward M Luria

EML/sem
Enclosures

LEASE SUPPLEMENT NO. 3
(Solvay Polymers Equipment Trust 1999)

RECORDATION NO. 22132-K FILED

OCT 17 '11 -10 30 AM

SURFACE TRANSPORTATION BOARD

Dated July 30, 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 1999) dated as of April 1, 1999, between Owner Participant and Wilmington Trust Company in its individual capacity,

Lessor

and

INEOS POLYETHYLENE NORTH AMERICA,

Lessee

HLTX 6099 and HLTX 6290

FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. § 11301 ON _____, 2011, AT _____ A.M. UNDER RECORDATION NUMBER 22132-___ 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. 3
(Solvay Polymers Equipment Trust 1999)

This LEASE SUPPLEMENT NO. 3, dated July 30, 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 1999), dated as of April 1, 1999, that creates the trust identified under the title hereof, as lessor ("*Lessor*"), and INFOS 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 1999), dated as of April 1, 1999 (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 1999), dated as of April 1, 1999, among KBC Bank N.V. ("*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 1999), dated as of April 1, 1999, 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 Events 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)(1) of the Lease, Lessee has paid to Lessor the following amounts on July 30, 2011: (i) the amount of \$51,425.04 as the Stipulated Loss Value of railcar to HLTX 6099, (ii) the amount of \$51,425.04 as the Stipulated Loss Value of railcar HLTX 6290, and (iii) the amount of \$266,881.51 as the Rent due pursuant to the Lease, and has otherwise fulfilled its SLV Obligations (as defined in the Lease) with respect to such Loss Equipment

3 Lessor and Lessee agree that, effective as of July 30, 2011.

- (1) all right, title and interest of Lessor in and to the Lost Equipment is hereby 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 set forth revised Basic Rent Factors and Basic Rent amounts (in United States dollars) for the remaining Equipment covered under Lease Supplement No 1 (Solvay Polymers Equipment Trust 1999), dated April 30, 1999

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.

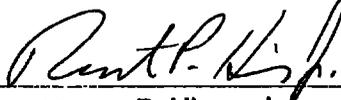
5. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect

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.

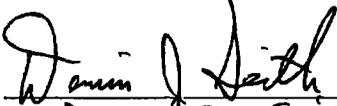
[Signature Page Follows]

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 1999) dated as of April 1, 1999

By: 
Name: Robert P. Hines, Jr.
Title: Assistant Vice President

INEOS POLYETHYLENE NORTH AMERICA

 By: 
Name: Dennis J. Seitz
Title: CEO & President

SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT

STATE OF DELAWARE §

COUNTY OF NEWCASTLE §

This instrument was acknowledged before me on August 11, 2011, by Robert P. Hill Jr.,
the ~~Assistant Vice President~~ of WILMINGTON TRUST COMPANY, a Delaware trust company.



My Commission Expires

[Handwritten Signature]

Notary Public in and for
the State of Delaware

LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires April 11, 2013

REGISTRAR GENERAL ACKNOWLEDGMENT

STATE OF DELAWARE §

COUNTY OF NEWCASTLE §

On this 11 day of August, 2011, before me personally appeared Robert P. Hill Jr., to
me personally known, being by me duly sworn, says that he/she is ~~Assistant Vice President~~
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 August 11, 2011, and he/she acknowledged that the execution of the said instrument
was the act and deed of the Company



My Commission Expires

[Handwritten Signature]

Notary Public in and for
the State of Delaware

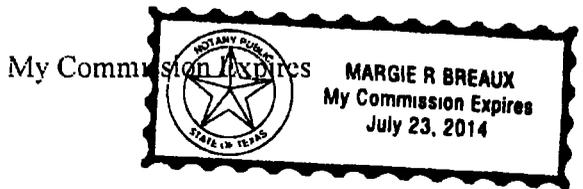
LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires April 11, 2013

SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT

STATE OF Texas §
COUNTY OF Galveston §

This instrument was acknowledged before me on August 31, 2011, by Dennis J. Seith, the President of INEOS POLYETHYLENE NORTH AMERICA, a Delaware general partnership.

Margie R Breaux
Notary Public in and for
the State of Texas



REGISTRAR GENERAL ACKNOWLEDGMENT

STATE OF Texas §
COUNTY OF Galveston §

On this 31 day of August, 2011, before me personally appeared Dennis J. Seith, to me personally known, being by me duly sworn, says that he/she is the President of INEOS POLYETHYLENE NORTH AMERICA, a Delaware general partnership (the "Company"), and that the said instrument attached hereto was signed on behalf of the Company on August 31, 2011, and he/she acknowledged that the execution of the said instrument was the act and deed of the Company

Margie R Breaux
Notary Public in and for
the State of Texas

My Commission Expires:



SCHEDULE I TO LEASE SUPPLEMENT NO. 3
(Solvay Polymers Equipment Trust 1999)

DESCRIPTION OF LOST EQUIPMENT

Two Center Flow® covered hopper railcars of 6,224 cubic foot capacity, initialed HLTX and numbered 6099 and 6290, respectively, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

SCHEDULE II to LEASE SUPPLEMENT NO 3
(Solvay Polymers Equipment Trust 1999)

BASIC RENT FACTORS AND
BASIC RENT AMOUNTS

See attached

SCHEDULE II TO LEASE SUPPLEMENT NO 3
(Solvay Polymers Equipment Trust 1999)

REVISED BASIC RENT FACTORS AND RENT AMOUNTS

\$19,558,125 00 Revised Equip Cost (305 Remaining Cars)
 308 Original Car Count
 305 Revised Car Count (less HLTX 6099 and 6290, and ELTX 6271)

	Date	Total Rent %	Advance Rent %	Arrears Rent %	Total Rent \$	Advance Rent \$	Arrears Rent \$
27	01/30/12	6 06249175	6 06249175		\$1,185,709 71	\$1,185,709 71	\$0 00
28	07/30/12	1 27100656		1 27100656	\$248,585 05	\$0 00	\$248,585 05
29	01/30/13	6 15016695	6 15016695		\$1,202,857 34	\$1,202,857 34	\$0 00
30	07/30/13	1 18333136		1 18333136	\$231,437 43	\$0 00	\$231 437 43
31	01/30/14	6 25398082	6 25398082		\$1,223,161 39	\$1,223,161 39	\$0 00
32	07/30/14	1 07951749		1 07951749	\$211,133 38	\$0 00	\$211,133 38
33	01/30/15	6 43028873	6 43028873		\$1,257,643 91	\$1,257,643 91	\$0 00
34	07/30/15	0 90320958		0 90320958	\$176,650 86	\$0 00	\$176,650 86
35	01/30/16	6 56768702	6 56768702		\$1,284,516 44	\$1,284,516 44	\$0 00
36	07/30/16	0 76581129		0 76581129	\$149,778 33	\$0 00	\$149,778 33
37	01/30/17	6 69106773	6 69106773		\$1,308,647 39	\$1,308,647 39	\$0 00
38	07/30/17	0 76581129	0 76581129		\$149,778 33	\$149,778 33	\$0 00
39	01/30/18	6 73261784	6 73261784		\$1,316,773 81	\$1,316,773 81	\$0 00
40	07/30/18	0 56920501	0 56920501		\$111,325 83	\$111,325 83	\$0 00
41	01/30/19	6 94040203	6 94040203		\$1,357,412 50	\$1,357,412 50	\$0 00
42	07/30/19	0 35927407	0 35927407		\$70,267 27	\$70,267 27	\$0 00
43	01/30/20	7 16226845	7 16226845		\$1,400,805 42	\$1,400,805 42	\$0 00
44	07/30/20	0 13511540	0 13511540		\$26,426 04	\$26,426 04	\$0 00
45	01/30/21	4 23573459	4 23573459		\$828,430 27	\$828,430 27	\$0 00
46	07/30/21	0			\$0 00	\$0 00	\$0 00

CERTIFICATION

I Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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 10/17/11

Edward M Luria
Edward M Luria