

DEC 29 '11 -11 57 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

December 27, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 8, 2011, 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 N. River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Total Petrochemicals USA, Inc. 1201 Louisiana Street Suite 1800 Houston, TX 77002
---------	---	---------	--

A description of the railroad equipment covered by the enclosed document is for five (5) tank cars with FURX and NDYX 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 \$41.00 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.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

JEC 2 9 '11 -11 57 AM

ASSGN. NO.: ATPE008

MEMORANDUM OF LEASE

SUBJECT: TRANSPORTATION BOARD

8th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of December, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Total Petrochemicals USA, INC. ("Lessee"), a Delaware corporation, f/k/a ATOFINA Petrochemicals, Inc.

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. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 4, 2011, 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

By:

[Handwritten Signature]

Name:

**JOHN J. THOMAS
PRESIDENT**

Title:

ATTEST:

By:

[Handwritten Signature]

Name:

**SUSAN GROKULSKY
ASSISTANT DIRECTOR**

Title:

OF DOCUMENTATION

Executed on this

8th

day of

December, 2011.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, Janice L. Enclva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of December, 2011.

[Handwritten Signature]

Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



[Handwritten Initials]

LESSEE:

TOTAL PETROCHEMICALS USA, INC.

ATTEST:

By: [Signature]

Name: Allen Cast

Title: Mol-940 Sockcab

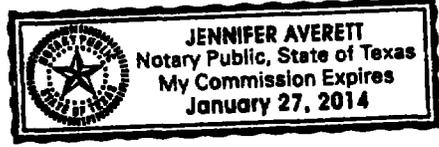
By: _____

Name: _____

Title: _____

Executed on this 7th day of December, 2011.

[CORPORATE SEAL]



STATE OF Texas

COUNTY OF Harris

I, Jennifer Averett, a Notary Public of the County and State aforesaid, certify that Allen Cast personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of December, 2011

[Signature]
Notary Public

Commission Expires:
1-27-14
(Notary Public)

[Handwritten mark]

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: Tank Cars

CAR NUMBERS:

FURX 123302
FURX 123305
FURX 123313
FURX 123695
NDYX 123901

