

Connie Davis  
Sr. Contract Specialist  
CIT Rail



October 3, 2016

RECORDATION NO. 32369  
FILED OCTOBER 3, 2016 5:16 PM  
SURFACE TRANSPORTATION BOARD

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423

**RE: CHEP01008**

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as July 24, 2016 to a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Chevron Phillips Chemical Company, LP  
10001 Six Pines Drive  
The Woodlands, TX 77380

Lessor: The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive, Suite 2900  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series Car # 50102 through Car # 50245 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.  
If you have any questions or concerns, please contact Krishana Wilkerson at 312.906.5921.

Best regards,

/s

Connie Davis  
Sr. Contract Specialist  
CIT Rail

Enclosure

CIT RAIL  
30 South Wacker Drive  
Suite 2900  
Chicago, IL 60606

t: 312.906.5781 f: 312.906.5833  
connie.davis@cit.com

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28<sup>th</sup> day of July, 2016, is made by **THE CIT GROUP/EQUIPMENT FINANCING, INC.** a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and **CHEVRON PHILLIPS CHEMICAL COMPANY LP**, a Delaware company, with an address at 10001 Six Pines Drive, The Woodlands, TX 77380 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Agreement") dated as of March 3, 2003 and Schedule No. 08 thereto dated as of July 5, 2011 (as amended by Amendment No. 01 dated July 28, 2016, the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

**THE CIT GROUP/EQUIPMENT FINANCING, INC.**

By: Jeffrey J Lyole  
Name: Jeffrey J Lyole  
Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

**CHEVRON PHILLIPS CHEMICAL COMPANY LP**

By: John Barrett  
Name: John Barrett  
Title: GM Supply Chain

**Schedule A**

	<b><u>Car Initial</u></b>	<b><u>Car Number</u></b>		<b><u>Car Initial</u></b>	<b><u>Car Number</u></b>
1	CEFX	50102	26	CEFX	50192
2	CEFX	50108	27	CEFX	50195
3	CEFX	50109	28	CEFX	50196
4	CEFX	50140	29	CEFX	50197
5	CEFX	50147	30	CEFX	50199
6	CEFX	50151	31	CEFX	50201
7	CEFX	50157	32	CEFX	50205
8	CEFX	50158	33	CEFX	50207
9	CEFX	50164	34	CEFX	50208
10	CEFX	50166	35	CEFX	50210
11	CEFX	50167	36	CEFX	50212
12	CEFX	50169	37	CEFX	50217
13	CEFX	50170	38	CEFX	50219
14	CEFX	50171	39	CEFX	50220
15	CEFX	50172	40	CEFX	50223
16	CEFX	50173	41	CEFX	50225
17	CEFX	50174	42	CEFX	50227
18	CEFX	50177	43	CEFX	50228
19	CEFX	50180	44	CEFX	50230
20	CEFX	50183	45	CEFX	50231
21	CEFX	50184	46	CEFX	50233
22	CEFX	50185	47	CEFX	50234
23	CEFX	50189	48	CEFX	50239
24	CEFX	50190	49	CEFX	50240
25	CEFX	50191	50	CEFX	50245