

RECORDATION NO. 22213-C FILED

AUG 29 '01 12-29 PM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

August 29, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

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, dated as of August 19, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 22213.

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

Lessor: ABN AMRO Bank, N.V.
135 South LaSalle Street
Chicago, IL 60603

Lessee: Equistar Chemicals, L.P.
1221 McKinney Street
Houston, TX 77010

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

79 EQUX 620234 - EQUX 620425
133 EQUX 630024 - EQUX 631012
12 EQUX 631000 - EQUX 631033

Mr. Vernon A. Williams
August 29, 2001
Page Two

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

Lease Supplement No. 3

Also enclosed is a check in the amount of \$28.00 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/anm
Enclosures

LEASE SUPPLEMENT No. 3

COUNTERPART NO. 1 OF 8 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

Lease Supplement No. 3 dated as of August 16, 1999 (this "Lease Supplement") between Equistar Chemicals, L.P., a Delaware limited partnership ("Lessee") and ABN AMRO BANK N.V. ("Agent Lessor"), not in its individual capacity, but solely in its capacity as Agent Lessor, for the benefit of the Participants;

W I T N E S S E T H:

WHEREAS, Lessee and Agent Lessor have heretofore entered into that certain Lease dated as of June 28, 1999 (the "Lease"; unless otherwise defined herein, capitalized terms used herein shall have the meanings specified in the Lease); and

WHEREAS, the Lease provides for the execution and delivery of a separate Lease Supplement on the Delivery Date for the Units to be acquired on such Delivery Date for the purpose of confirming the acceptance and lease of such Units, specifying the purchase prices and identification numbers applicable to such Units and setting forth certain other matters, all as required pursuant to the Lease;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Agent Lessor, Participants and Lessee hereby agree as follows:

1. Inspection and Approval. Lessee hereby acknowledges and confirms that it has inspected, received and approved the Units set forth on Schedule I hereto for all purposes of the Lease and the other Operative Documents and, as among Agent Lessor, the Participants and Lessee, such Units comply in all material respects with the specifications for such Units and are in good working order, repair, condition and appearance. Lessee hereby certifies that it has no knowledge of any defect in any of the Units set forth on Schedule I with respect to design, manufacture, condition (reasonable wear and tear excepted) or in any other respect. Lessee reaffirms, as to the Units set forth in Schedule I, each of the waivers, acknowledgments and agreements of Lessee set forth in Article VII of the Lease.

2. Acceptance. Agent Lessor hereby confirms delivery and lease to Lessee, and Lessee hereby confirms acceptance of delivery and lease under the Lease hereby supplemented, of the Units listed on Schedule I hereto.

3. Warranty. Lessee hereby represents and warrants that to the best knowledge of its Responsible Officers, no event which would constitute a Casualty under the Lease has occurred with respect to any of the Units set forth on Schedule I hereto as of the date hereof. Lessee hereby reaffirms each of the representations and warranties set forth in Section 7.2 of the

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SURFACE TRANSPORTATION BOARD

Participation Agreement as if made on the date hereof, including that each of the Units set forth on Schedule I hereto are free and clear of all Liens other than Permitted Liens.

4. Payment of Vendors. Lessee hereby represents and warrants that on or prior to the Delivery Date, it has paid each vendor of the Units set forth on Schedule I hereto in full.

5. Confirmation. Lessee hereby confirms its agreement, in accordance with the Lease, as supplemented by this Lease Supplement, to pay Basic Rent to Agent Lessor, for the benefit of the Participants, for each Unit subject hereto. Nothing herein shall reduce Lessee's obligation to make all other payments required under the Lease and the other Operative Documents, including those payments to be made on the last day of the Lease Term with respect to the Units described on Schedule I hereto pursuant to Article XI of the Lease. Notwithstanding the date of this Lease Supplement, the Agent Lessor and the Lessee acknowledge that this Lease Supplement has been executed and delivered on August 20, 2001, and Lessee and Agent Lessor further acknowledge that all payments of Basic Rent related to the Units covered hereby have been made through the date of the execution of this document.

6. Incorporation into Lease. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease, as supplemented by this Lease Supplement, shall be and remain in full force and effect and shall govern the Units described on Schedule I hereto.

7. References. Any and all notices, requests, certificates and other instruments executed and delivered concurrently with or after the execution and delivery of this Lease Supplement may refer to the "Lease, dated as of June 28, 1999", or may identify the Lease in any other respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

8. Counterparts. This Lease Supplement has been executed in several numbered counterparts. Only the counterpart designated as counterpart "No. 1" shall evidence a monetary obligation of Lessee or shall be deemed to be chattel paper for purposes of the Uniform Commercial Code, and such copy shall be held by Agent Lessor.

9. GOVERNING LAW. THIS LEASE SUPPLEMENT SHALL BE GOVERNED BY AND CONSTRUED UNDER THE INTERNAL LAWS OF NEW YORK WITHOUT REGARD TO CONFLICT OF LAW PRINCIPLES.



Equistar Chemicals, LP
One Houston Center, Suite 1600
1221 McKinney, Street
P.O. Box 2583
Houston, Texas 77252-2583
Phone: 713 652.7200

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

Equistar Chemical, L.P., Lessee

By: Gerald A. O'Brien, Vice President
Name: Gerald A. O'Brien
Title: Vice President WFS

ABN AMRO BANK N.V., not individually, but solely as Agent Lessor for the Participants

By: _____
Name: _____
Title: _____

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State of: Texas

County of: Harris

This instrument was acknowledged before me on August 23, 2001 by Gerald A. O'Brien as Vice President, General Counsel and Secretary of Equistar Chemicals, LP.



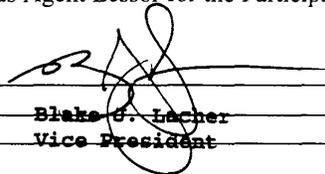
Florence L. Weems
Signature of Notary Public

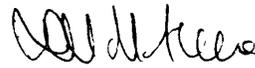
IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement to be duly executed and delivered as of the day and year first above written.

Equistar Chemical, L.P., Lessee

By: _____
Name: _____
Title: _____

ABN AMRO BANK N.V., not individually, but solely as Agent Lessor for the Participants

By:  _____
Name: ~~Blake G. Lacher~~
Title: ~~Vice President~~



Thomas J. McAleese
Vice President

State of: ILLINOIS

County of: COOK

This instrument was acknowledged before me on August 23, 2001 by Blake Lacher and Thomas J. McAleese as Vice President and Vice President of ABN AMRO Bank, N.V.



Signature of Notary Public





Equistar Chemicals, LP
 One Houston Center, Suite 1600
 1221 McKinney Street
 P.O. Box 2583
 Houston, Texas 77252-2583
 Phone: 713.652.7200

Schedule 1

**NEW ACF CARS
 EQUX 62xxxx Series
 July 1, 1999 through July 31, 1999**

CAR INITIAL	CAR NUMBER	Lining	Original Cost	ORIGIN	DESTINATION	Built Date	Date Waybilled
EQUX	620234	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620279	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/14/1999
EQUX	620286	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/22/1999
EQUX	620287	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/23/1999
EQUX	620288	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/21/1999
EQUX	620289	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/22/1999
EQUX	620294	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620296	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620297	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/08/1999
EQUX	620298	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/08/1999
EQUX	620300	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620301	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620302	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620303	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/13/1999
EQUX	620304	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/15/1999
EQUX	620307	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/12/1999
EQUX	620309	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/08/1999
EQUX	620310	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/06/1999
EQUX	620311	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/10/1999
EQUX	620313	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/10/1999
EQUX	620317	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/01/1999
EQUX	620322	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/08/1999
EQUX	620326	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620330	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/01/1999
EQUX	620332	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620333	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/06/1999
EQUX	620334	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/06/1999
EQUX	620335	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999
EQUX	620336	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620337	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/07/1999
EQUX	620338	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620340	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/10/1999
EQUX	620341	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	22-Jul	07/06/1999
EQUX	620342	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/04/1999
EQUX	620343	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/04/1999
EQUX	620344	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/10/1999
EQUX	620345	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/07/1999
EQUX	620347	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/04/1999
EQUX	620348	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/06/1999
EQUX	620349	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/01/1999
EQUX	620350	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/09/1999

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Equistar Chemicals, LP

One Houston Center, Suite 1600
 1221 McKinney Street
 P.O. Box 2583
 Houston, Texas 77252-2583
 Phone: 713.652.7200

EQUX	620351	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/10/1999
EQUX	620352	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/15/1999
EQUX	620353	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/14/1999
EQUX	620354	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620355	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/13/1999
EQUX	620356	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/13/1999
EQUX	620357	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/10/1999
EQUX	620358	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/10/1999
EQUX	620359	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/13/1999
EQUX	620360	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620361	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/10/1999
EQUX	620366	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/13/1999
EQUX	620367	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/14/1999
EQUX	620368	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/14/1999
EQUX	620369	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/20/1999
EQUX	620370	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/21/1999
EQUX	620371	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/19/1999
EQUX	620372	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620373	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/23/1999
EQUX	620374	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/28/1999
EQUX	620375	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620376	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/21/1999
EQUX	620378	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620379	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/20/1999
EQUX	620381	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/15/1999
EQUX	620382	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/15/1999
EQUX	620383	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620384	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620385	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620386	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620387	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/16/1999
EQUX	620388	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/19/1999
EQUX	620390	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/19/1999
EQUX	620391	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/20/1999
EQUX	620392	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/23/1999
EQUX	620393	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/19/1999
EQUX	620394	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/19/1999
EQUX	620425	RCB #120	\$61,700	Goodrich, TX	Wadsworth, TX	Jul-99	07/31/1999

79 Cars \$4,874,300

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Equistar Chemicals, LP

One Houston Center, Suite 1600
1221 McKinney Street
P.O. Box 2583
Houston, Texas 77252-2583
Phone: 713.652.7200

NEW THRALL CARS
EQUX 63xxxx Series
July 1, 1999 through July 30, 1999

CAR INITIAL	CAR NUMBER	Lining	Car Size	Original Cost	ORIGIN	DESTINATION	Built Date	Date Waybilled
EQUX	630024	PL 7128	6270	\$62,448	Nash, TX	Wadsworth, TX	Jan-99	07/01/1999
EQUX	630776	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/09/1999
EQUX	630810	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	May-99	07/09/1999
EQUX	630830	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/07/1999
EQUX	630834	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	May-99	07/19/1999
EQUX	630837	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630844	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630847	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/09/1999
EQUX	630855	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630858	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630868	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630869	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630870	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/14/1999
EQUX	630871	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630872	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/09/1999
EQUX	630873	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630874	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630880	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630882	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630885	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/09/1999
EQUX	630886	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630888	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630889	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630890	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630891	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/07/1999
EQUX	630892	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/14/1999
EQUX	630893	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/09/1999
EQUX	630894	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630895	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630896	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/09/1999
EQUX	630897	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/14/1999
EQUX	630898	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/02/1999
EQUX	630899	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630900	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630901	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/16/1999
EQUX	630902	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/14/1999
EQUX	630903	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999
EQUX	630904	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/14/1999
EQUX	630905	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/16/1999
EQUX	630906	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/16/1999
EQUX	630907	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/14/1999
EQUX	630908	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/12/1999

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Equistar Chemicals, LP

One Houston Center, Suite 1600
 1221 McKinney Street
 P.O. Box 2583
 Houston, Texas 77252-2583
 Phone: 713.652.7200

EQUX	630959	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/23/1999
EQUX	630960	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/21/1999
EQUX	630961	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/21/1999
EQUX	630962	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/21/1999
EQUX	630963	PL 7128	6270	\$62,448	Ville Platte, LA	Wadsworth, TX	Jun-99	07/21/1999
EQUX	630964	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/30/1999
EQUX	630965	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/30/1999
EQUX	630966	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999
EQUX	630967	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630968	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630969	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630970	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/30/1999
EQUX	630971	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630972	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630973	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/23/1999
EQUX	630974	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630975	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/23/1999
EQUX	630976	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630977	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/23/1999
EQUX	630978	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630979	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630980	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630981	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999
EQUX	630982	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/30/1999
EQUX	630983	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630984	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999
EQUX	630985	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630986	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/30/1999
EQUX	630988	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/27/1999
EQUX	630989	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/30/1999
EQUX	630990	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999
EQUX	630991	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999
EQUX	630992	SI 5476	6270	\$61,460	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999
EQUX	630993	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/30/1999
EQUX	630994	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jun-99	07/30/1999
EQUX	630995	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/27/1999
EQUX	630996	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999
EQUX	630997	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/27/1999
EQUX	630998	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/27/1999
EQUX	630999	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999
EQUX	631012	SI 5476	6270	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	07/30/1999

133 Cars \$8,269,656

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Equistar Chemicals, LP
One Houston Center, Suite 1600
1221 McKinney Street
P.O. Box 2583
Houston, Texas 77252-2583
Phone: 713.652.7200

NEW THRALL CARS
EQUX 63xxxx Series
August 1, 1999 through August 4, 1999

CAR INITIAL	CAR NUMBER	Lining	Original Cost	ORIGIN	DESTINATION	Built Date	Date Waybilled
EQUX	631000	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631002	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631004	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631013	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631014	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631015	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631018	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631022	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631026	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631028	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631030	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99
EQUX	631033	SI 5476	\$61,450	Ville Platte, LA	Wadsworth, TX	Jul-99	08/04/99

12 Cars \$737,400.00

28463294.3 080901 1212P



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 8/29/01



Robert W. Alvord