

RECORDATION NO. 28071 FILED

Sean Dougherty
AVP, Contracts
CIT Rail

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SURFACE TRANSPORTATION BOARD

October 30, 2009

Secretary
Surface Transportation Board
Washington, D.C. 20423

RE: IVST01005

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 of October 30, 2009, 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: INVISTA S.a.r.l.
4501 Charlotte Park Dr.
Charlotte, NC 28217-1979

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series TCMX 703407 AND TCMX 703456 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.

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22 day of October, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Chicago, IL 60606 (the "Lessor"), and INVISTA S.a.r.l., a Luxembourg private limited company, with an address at 4501 Charlotte Park Dr., Charlotte, NC 28217-1979 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 21, 2006 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on _____ and given Recordation Number _____.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, 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 with all necessary approvals and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JM Keasling
 Name: JM KEASLING
 Title: SVP - LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee all necessary approvals and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee.

INVISTA S.a.r.l.

By: Phillip C. Rife
 Name: Phillip C. Rife
 Title: Director, Polymer & Resins Logistics - Americas



Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
50	5,250 C.F. covered hopper car with gravity gates and round hatches□□	
1	TCMX	703407
2	TCMX	703408
3	TCMX	703409
4	TCMX	703410
5	TCMX	703411
6	TCMX	703412
7	TCMX	703413
8	TCMX	703414
9	TCMX	703415
10	TCMX	703416
11	TCMX	703417
12	TCMX	703418
13	TCMX	703419
14	TCMX	703420
15	TCMX	703421
16	TCMX	703422
17	TCMX	703423
18	TCMX	703424
19	TCMX	703425
20	TCMX	703426
21	TCMX	703427
22	TCMX	703428
23	TCMX	703429
24	TCMX	703430
25	TCMX	703431
26	TCMX	703432
27	TCMX	703433
28	TCMX	703434
29	TCMX	703435
30	TCMX	703436
31	TCMX	703437
32	TCMX	703438
33	TCMX	703439
34	TCMX	703440
35	TCMX	703441
36	TCMX	703442
37	TCMX	703443
38	TCMX	703444
39	TCMX	703445
40	TCMX	703446
41	TCMX	703447
42	TCMX	703448
43	TCMX	703449
44	TCMX	703450
45	TCMX	703451
46	TCMX	703452
47	TCMX	703453
48	TCMX	703454
49	TCMX	703455
50	TCMX	703456