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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

December 22, 2016

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Schedule No. 3, dated as of December 22, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Congress Financial Corporation (Canada)  
40 King Street West, Suite 3200  
Toronto, ON M5H 3Y2 CANADA

Lessee: Nova Chemicals Corporation  
645 7<sup>th</sup> Avenue SW 23<sup>rd</sup> Floor  
Calgary, Alberta, CANADA T2P 4G8

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

446 covered hopper railcars: NCIX 7100, NCLX 3001 – NCLX 3112, inclusive; NCLX 3114 – NCLX 3130, inclusive; NCLX 3132, NCLX 3133, NCLX 3135 – NCLX 3229, inclusive, NCLX 3231 – NCLX 3292, inclusive, and NCLX 3294 – NCLX 3450, inclusive.

Section Chief  
December 22, 2016  
Page 2

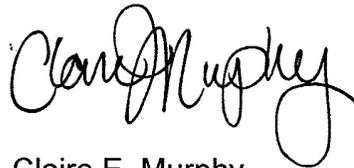
A short summary of the document to appear in the index is:

Memorandum of Lease Schedule No. 3.

Also enclosed is a check in the amount of \$45.00 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "P".

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF LEASE SCHEDULE NO. 2  
(Surface Transportation Board and Registrar General)**

THIS MEMORANDUM OF LEASE SCHEDULE NO. 2 dated as of December 22, 2016 is between CONGRESS FINANCIAL CORPORATION (CANADA) (the "Lessor") and NOVA CHEMICALS CORPORATION (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessor and Lessee are parties to that certain Master Lease Agreement dated as of May 6, 2016 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Master Lease").

B. Lessee has leased from Lessor certain rail cars identified on Schedule 1 attached hereto (the "Equipment") under that certain Lease Schedule No. 2 to the Master Lease dated as of December 22, 2016 between Lessor and Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]



CONGRESS FINANCIAL CORPORATION (CANADA)

By: *Lori Heissler*

Name: Lori Heissler

Title: Assistant Vice President

STATE OF ILLINOIS )

COUNTY OF COOK )

ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 14<sup>th</sup> day of December, 2016 by Lori Heissler, as Asst. Vice President of CONGRESS FINANCIAL CORPORATION (CANADA).

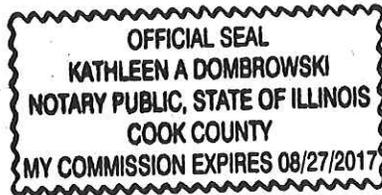
*Kathleen A. Dombrowski*

Notary Public

My commission expires: 8/27/2017

Kathleen A. Dombrowski

[Notarial Seal]



## **SCHEDULE 1**

### **DESCRIPTION OF RAILCARS**

Four Hundred Forty-Six (446) 6,400 cubic feet capacity, 286,000 lbs. Gross Rail Load Capacity, AAR Car Type Code C214 covered hoppers manufactured new by National Steel Car in 2000, numbered NCIX 7100 and NCLX 3001-3112, 3114-3130, 3132-3133, 3135-3229, 3231-3292, 3294-3450.

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: December 22, 2016

  
\_\_\_\_\_  
Claire E. Murphy