

RECORDATION NO. 30588 FILED  
December 31, 2012 8:00 AM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

December 31, 2012

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 of Railroad Equipment and Lease Supplement No. 1 (Braskem Lease 2012-A), dated as of December 31, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, RI 02901

Lessee: Braskem America, Inc.  
1735 Market Street, 28th Floor  
Philadelphia, PA 19103

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

210 railcars: BRKX 7579, BRKX 58335 and within the series BRKX 20709 – BRKX 22493 and BRKX 59464 – BRKX 59981 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease of Railroad Equipment and Lease Supplement No. 1 (Braskem Lease 2012-A).

Also enclosed is a check in the amount of \$42.00 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,

  
✓ Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT and LEASE SUPPLEMENT NO. 1 (Braskem Lease 2012-A) dated December 31, 2012, between BANC OF AMERICA LEASING & CAPITAL, LLC, (the "Lessor"), and BRASKEM AMERICA, INC., a Delaware corporation (the "Lessee"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

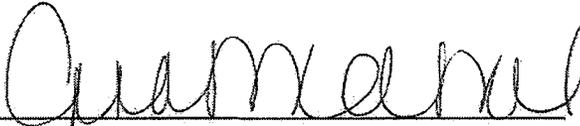
WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Braskem Lease 2012-A) dated as of December 28, 2012 (the "Lease") and that certain Lease Supplement No. 1 (Braskem Lease 2012-A) dated December 31, 2012 ("Supplement No. 1 ") (the terms of each of which are incorporated herein by reference), covering the railcars identified in Schedule A attached hereto, bearing the equipment numbers of the Lessee shown in said Schedule A including all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Lease);

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor

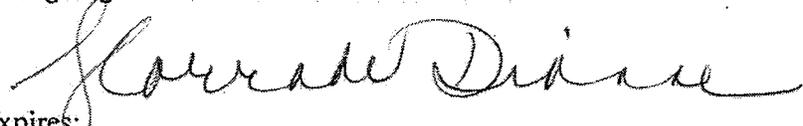
By:   
Name: Gina M. Cabral  
Title: Vice President

STATE OF Rhode Island  
COUNTY OF Providence ) ss.:

On this 26<sup>th</sup> day of December, 2012 before me personally appeared Gina M. Cabral, to me personally known, who, being by me duly sworn, says that she is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.

Notary Public

My Commission Expires: \_\_\_\_\_

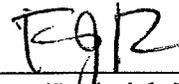


LUCILLE CORRADO DIONNE  
NOTARY PUBLIC  
STATE OF RHODE ISLAND  
MY COMMISSION EXPIRES FEB. 28, 2014

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BRASKEM AMERICA, INC., as Lessee

By:   
Name: William P. Diebold  
Title: Finance Director

By:   
Name: Frederick J. Fisher  
Title: Legal Counsel





**Schedule A to**  
**Memorandum of Lease of Railroad**  
**Equipment and Lease Supplement No. 1**

**DESCRIPTION OF UNITS**  
**(BRASKEM LEASE 2012-A)**

<b>Reporting Marks</b>	<b>Equipment Number</b>	<b>Build Year</b>	<b>Manufacturer</b>	<b>Capacity</b>
BRKX	007579	1998	NSC	5847
BRKX	020709	1994	TRTY	5850
BRKX	020711	1994	TRTY	5850
BRKX	020723	1994	TRTY	5850
BRKX	020776	1994	TRTY	5850
BRKX	020788	1994	TRTY	5850
BRKX	020819	1994	TRTY	5850
BRKX	020877	1994	TRTY	5850
BRKX	020895	1994	TRTY	5850
BRKX	020918	1994	TRTY	5850
BRKX	020944	1994	TRTY	5850
BRKX	020959	1994	TRTY	5850
BRKX	021006	1994	TRTY	5850
BRKX	021039	1994	TRTY	5850
BRKX	021106	1995	ACF	5800
BRKX	021110	1995	ACF	5800
BRKX	021144	1995	ACF	5800
BRKX	021148	1995	ACF	5800
BRKX	021159	1995	ACF	5800
BRKX	021188	1995	ACF	5800
BRKX	021193	1995	ACF	5800
BRKX	021196	1995	ACF	5800
BRKX	021235	1995	ACF	5800
BRKX	021237	1995	ACF	5800
BRKX	021238	1995	ACF	5800
BRKX	021275	1995	ACF	5800
BRKX	021307	1995	ACF	5800
BRKX	021315	1995	ACF	5800
BRKX	021344	1995	ACF	5800
BRKX	021345	1995	ACF	5800
BRKX	021355	1995	ACF	5800
BRKX	021416	1995	ACF	5800
BRKX	021458	1995	ACF	5800
BRKX	021478	1995	ACF	5800
BRKX	021498	1995	ACF	5800
BRKX	021512	1995	ACF	5800
BRKX	021589	1995	ACF	5800
BRKX	021629	1995	ACF	5800
BRKX	021641	1995	ACF	5800

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	021701	1997	UTC	5800
BRKX	021718	1997	UTC	5800
BRKX	021738	1997	UTC	5800
BRKX	021745	1997	UTC	5800
BRKX	021753	1997	UTC	5800
BRKX	021765	1997	UTC	5800
BRKX	021802	1997	UTC	5800
BRKX	021826	1997	UTC	5800
BRKX	021858	1997	UTC	5800
BRKX	021888	1997	UTC	5800
BRKX	021894	1997	UTC	5800
BRKX	021914	1997	UTC	5800
BRKX	021923	1997	UTC	5800
BRKX	021948	1997	UTC	5800
BRKX	021952	1997	UTC	5800
BRKX	021972	1997	UTC	5800
BRKX	021973	1997	UTC	5800
BRKX	022043	1997	NSC	5847
BRKX	022145	1998	TRTY	5851
BRKX	022157	1998	TRTY	5851
BRKX	022159	1998	TRTY	5851
BRKX	022161	1998	TRTY	5851
BRKX	022212	1998	TRTY	5851
BRKX	022324	1998	ACF	5800
BRKX	022342	1998	ACF	5800
BRKX	022351	1998	ACF	5800
BRKX	022381	1998	ACF	5800
BRKX	022383	1998	ACF	5800
BRKX	022386	1998	ACF	5800
BRKX	022395	1998	ACF	5800
BRKX	022434	1998	ACF	5800
BRKX	022449	1998	ACF	5800
BRKX	022459	1998	ACF	5800
BRKX	022493	1998	ACF	5800
BRKX	058335	1994	UTC	5800
BRKX	059464	1996	NSC	5800
BRKX	059471	1996	NSC	5800
BRKX	059474	1996	NSC	5800
BRKX	059475	1996	NSC	5800
BRKX	059476	1996	NSC	5800
BRKX	059478	1996	NSC	5800
BRKX	059482	1996	NSC	5800
BRKX	059484	1996	NSC	5800
BRKX	059486	1996	NSC	5800
BRKX	059487	1996	NSC	5800
BRKX	059491	1996	NSC	5800
BRKX	059492	1996	NSC	5800

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	059495	1996	NSC	5800
BRKX	059497	1996	NSC	5800
BRKX	059498	1996	NSC	5800
BRKX	059499	1996	NSC	5800
BRKX	059508	1996	NSC	5800
BRKX	059510	1996	NSC	5800
BRKX	059511	1996	NSC	5800
BRKX	059512	1996	NSC	5800
BRKX	059513	1996	NSC	5800
BRKX	059515	1996	NSC	5800
BRKX	059516	1996	NSC	5800
BRKX	059520	1996	NSC	5800
BRKX	059522	1996	NSC	5800
BRKX	059523	1996	NSC	5800
BRKX	059526	1996	NSC	5800
BRKX	059529	1996	NSC	5800
BRKX	059530	1996	NSC	5800
BRKX	059532	1996	NSC	5800
BRKX	059533	1996	NSC	5800
BRKX	059538	1996	NSC	5800
BRKX	059540	1996	NSC	5800
BRKX	059542	1996	NSC	5800
BRKX	059544	1996	NSC	5800
BRKX	059550	1996	NSC	5800
BRKX	059561	1996	NSC	5800
BRKX	059660	1997	UTC	5800
BRKX	059669	1997	UTC	5800
BRKX	059671	1997	UTC	5800
BRKX	059682	1997	UTC	5800
BRKX	059685	1997	UTC	5800
BRKX	059686	1997	UTC	5800
BRKX	059690	1997	UTC	5800
BRKX	059694	1997	UTC	5800
BRKX	059696	1997	UTC	5800
BRKX	059700	1997	UTC	5800
BRKX	059701	1997	UTC	5800
BRKX	059709	1997	UTC	5800
BRKX	059712	1997	UTC	5800
BRKX	059713	1997	UTC	5800
BRKX	059715	1997	UTC	5800
BRKX	059723	1997	UTC	5800
BRKX	059725	1997	UTC	5800
BRKX	059727	1997	UTC	5800
BRKX	059728	1997	UTC	5800
BRKX	059730	1997	UTC	5800
BRKX	059731	1997	UTC	5800
BRKX	059733	1997	UTC	5800

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	059736	1997	UTC	5800
BRKX	059738	1997	UTC	5800
BRKX	059741	1997	UTC	5800
BRKX	059744	1997	UTC	5800
BRKX	059745	1997	UTC	5800
BRKX	059748	1997	UTC	5800
BRKX	059750	1997	UTC	5800
BRKX	059755	1997	UTC	5800
BRKX	059762	1997	UTC	5800
BRKX	059763	1997	UTC	5800
BRKX	059764	1997	UTC	5800
BRKX	059772	1997	UTC	5800
BRKX	059776	1997	UTC	5800
BRKX	059777	1997	UTC	5800
BRKX	059780	1997	UTC	5800
BRKX	059782	1997	UTC	5800
BRKX	059785	1997	UTC	5800
BRKX	059786	1997	UTC	5800
BRKX	059787	1997	UTC	5800
BRKX	059792	1997	UTC	5800
BRKX	059799	1997	UTC	5800
BRKX	059801	1997	UTC	5700
BRKX	059804	1997	UTC	5800
BRKX	059805	1997	UTC	5800
BRKX	059811	1997	UTC	5800
BRKX	059813	1997	UTC	5800
BRKX	059814	1997	UTC	5800
BRKX	059820	1997	UTC	5800
BRKX	059821	1997	UTC	5800
BRKX	059823	1997	UTC	5800
BRKX	059824	1997	UTC	5800
BRKX	059825	1997	UTC	5800
BRKX	059826	1997	UTC	5800
BRKX	059827	1997	UTC	5800
BRKX	059832	1997	UTC	5800
BRKX	059836	1997	UTC	5800
BRKX	059838	1997	UTC	5800
BRKX	059841	1997	UTC	5800
BRKX	059842	1997	UTC	5800
BRKX	059851	1997	UTC	5800
BRKX	059853	1997	UTC	5800
BRKX	059859	1997	UTC	5800
BRKX	059863	1997	UTC	5800
BRKX	059872	1997	UTC	5800
BRKX	059873	1997	UTC	5800
BRKX	059874	1997	UTC	5800
BRKX	059876	1997	UTC	5800

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	059877	1997	UTC	5800
BRKX	059879	1997	UTC	5800
BRKX	059888	1997	UTC	5800
BRKX	059894	1997	UTC	5800
BRKX	059896	1997	UTC	5800
BRKX	059902	1997	UTC	5800
BRKX	059903	1997	UTC	5800
BRKX	059905	1997	UTC	5800
BRKX	059907	1997	UTC	5800
BRKX	059908	1997	UTC	5800
BRKX	059919	1997	UTC	5800
BRKX	059921	1997	UTC	5800
BRKX	059922	1997	UTC	5800
BRKX	059923	1997	UTC	5800
BRKX	059924	1997	UTC	5800
BRKX	059929	1997	UTC	5800
BRKX	059930	1997	UTC	5800
BRKX	059931	1997	UTC	5800
BRKX	059934	1997	UTC	5800
BRKX	059935	1997	UTC	5800
BRKX	059937	1997	UTC	5800
BRKX	059939	1997	UTC	5800
BRKX	059951	1997	UTC	5800
BRKX	059955	1997	UTC	5800
BRKX	059958	1997	UTC	5800
BRKX	059962	1997	UTC	5800
BRKX	059964	1997	UTC	5800
BRKX	059971	1997	UTC	5800
BRKX	059978	1997	UTC	5800
BRKX	059981	1997	UTC	5800

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/31/12

Edward M Luria  
Edward M. Luria