

RECORDATION NO 30856 FILED
July 24, 2013 06:00 PM
SURFACE TRANSPORTATION BOARD

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July 24, 2013

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 Agreement, dated as of July 24, 2013, 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 documents are:

| | |
|---------|---|
| Lessor: | Fifth Third Equipment Finance Company 38 Fountain Square Plaza Cincinnati, OH 45263 |
| Lessee: | NOVA Chemicals, Inc. 1555 Coraopolis Heights Road Moon Township, PA 15108 |

Section Chief
July 24, 2013
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A description of the railroad equipment covered by the enclosed document is:

300 railcars: NCIX 6887 and within the series NCIX 6371 – NCIX 6679, as more particularly set forth on the attachment to the document.

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

Memorandum of Lease Agreement.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of July ~~24~~ 2013

between

NOVA CHEMICALS INC.,
as Lessee,

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
as Lessor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on July __, 2013, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 24, 2013, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Lessor") and NOVA CHEMICALS INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of July 24, 2013, and Schedule No. 2 thereto and incorporating the terms thereof, dated as of July 24, 2013 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: [Signature]
Name: Christian Hyele
Title: Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 23 day of July, 2013, before me appeared Christian Hyele the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] Paula D. McQueen
Notary Public

My commission expires:

 Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

three hundred (300) rail cars bearing reporting marks as follows:

NCIX 6371

NCIX 6372

NCIX 6373

NCIX 6374

NCIX 6375

NCIX 6376

NCIX 6377

NCIX 6378

NCIX 6379

NCIX 6380

NCIX 6381

NCIX 6382

NCIX 6383

NCIX 6384

NCIX 6385

NCIX 6386

NCIX 6387

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NCIX 6398

NCIX 6400

NCIX 6401

NCIX 6402

NCIX 6403

NCIX 6404

NCIX 6405

NCIX 6407

NCIX 6408

NCIX 6410

NCIX 6411

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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: 7/24/2013

Edward M Luria
Edward M. Luria