

RECORDATION NO 30857 FILED  
July 24, 2013 06:00 PM  
SURFACE TRANSPORTATION BOARD

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

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  
Page 2

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

185 railcars within the series NCIX 6680 – NCIX 6882, 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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

dated as of July ~~24~~, 2013

between

NOVA CHEMICALS INC.,  
as Lessee,

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,  
as Lessor

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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. 3 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 Hyek  
Title: Vice President

STATE OF OHIO )  
 ) ss.  
COUNTY OF HAMILTON )

On this 23 day of July, 2013, before me appeared Christian Hyek 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**

One hundred eighty-five (185) rail cars bearing reporting marks as follows:

NCIX 6680  
NCIX 6681  
NCIX 6682  
NCIX 6683  
NCIX 6684  
NCIX 6685  
NCIX 6686  
NCIX 6687  
NCIX 6688  
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NCIX 6832

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