

RECORDATION NO 30858 FILED  
July 24, 2013 06:00 PM  
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)  
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:

180 railcars within the series NCIX 6837 – NCIX 7060, 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. 4 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 Hysak  
Title: Vice President

STATE OF OHIO )  
 ) ss.  
COUNTY OF HAMILTON )

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

NOVA CHEMICALS INC.

By: Randy Woelfel  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF Pennsylvania )  
  )  
COUNTY OF Allegheny )

Randy G. Woelfel  
Chief Executive Officer

ss.

On this \_\_\_ day of July, 2013, before me appeared Randy Woelfel the person who signed this instrument, who acknowledged that (s)he is the CEO of NOVA Chemicals Inc. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Carol J. Mundell  
Notary Public

My commission expires:  
November 24, 2015

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Carol J. Mundell, Notary Public  
Moon Twp., Allegheny County  
My Commission Expires Nov. 24, 2015  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

One hundred eighty (180) rail cars bearing reporting marks as follows:

NCIX 6837  
NCIX 6858  
NCIX 6859  
NCIX 6861  
NCIX 6864  
NCIX 6865  
NCIX 6866  
NCIX 6867  
NCIX 6872  
NCIX 6873  
NCIX 6875  
NCIX 6877  
NCIX 6878  
NCIX 6881  
NCIX 6883  
NCIX 6884  
NCIX 6885  
NCIX 6886  
NCIX 6888  
NCIX 6889  
NCIX 6890  
NCIX 6891  
NCIX 6892  
NCIX 6893  
NCIX 6894  
NCIX 6895  
NCIX 6896  
NCIX 6897  
NCIX 6898  
NCIX 6899  
NCIX 6900  
NCIX 6901  
NCIX 6902  
NCIX 6903  
NCIX 6904  
NCIX 6905  
NCIX 6906  
NCIX 6907  
NCIX 6908  
NCIX 6909  
NCIX 6910  
NCIX 6911  
NCIX 6912  
NCIX 6913  
NCIX 6914  
NCIX 6915  
NCIX 6916  
NCIX 6917  
NCIX 6918

NCIX 6919  
NCIX 6920  
NCIX 6921  
NCIX 6922  
NCIX 6923  
NCIX 6924  
NCIX 6925  
NCIX 6926  
NCIX 6927  
NCIX 6928  
NCIX 6929  
NCIX 6930  
NCIX 6931  
NCIX 6932  
NCIX 6933  
NCIX 6934  
NCIX 6935  
NCIX 6936  
NCIX 6937  
NCIX 6938  
NCIX 6939  
NCIX 6940  
NCIX 6941  
NCIX 6942  
NCIX 6943  
NCIX 6944  
NCIX 6945  
NCIX 6946  
NCIX 6947  
NCIX 6948  
NCIX 6949  
NCIX 6950  
NCIX 6951  
NCIX 6952  
NCIX 6953  
NCIX 6954  
NCIX 6955  
NCIX 6956  
NCIX 6957  
NCIX 6958  
NCIX 6959  
NCIX 6960  
NCIX 6961  
NCIX 6962  
NCIX 6963  
NCIX 6964  
NCIX 6965  
NCIX 6966  
NCIX 6967  
NCIX 6968  
NCIX 6969  
NCIX 6970  
NCIX 6972  
NCIX 6973  
NCIX 6974  
NCIX 6975

NCIX 6976  
NCIX 6978  
NCIX 6979  
NCIX 6980  
NCIX 6982  
NCIX 6983  
NCIX 6984  
NCIX 6985  
NCIX 6986  
NCIX 6987  
NCIX 6988  
NCIX 6989  
NCIX 6990  
NCIX 6991  
NCIX 6992  
NCIX 6993  
NCIX 6994  
NCIX 6995  
NCIX 6996  
NCIX 6997  
NCIX 6998  
NCIX 6999  
NCIX 7000  
NCIX 7001  
NCIX 7002  
NCIX 7003  
NCIX 7004  
NCIX 7005  
NCIX 7006  
NCIX 7007  
NCIX 7008  
NCIX 7009  
NCIX 7010  
NCIX 7011  
NCIX 7012  
NCIX 7013  
NCIX 7014  
NCIX 7016  
NCIX 7017  
NCIX 7018  
NCIX 7019  
NCIX 7020  
NCIX 7022  
NCIX 7023  
NCIX 7024  
NCIX 7025  
NCIX 7026  
NCIX 7027  
NCIX 7028  
NCIX 7029  
NCIX 7030  
NCIX 7031  
NCIX 7032  
NCIX 7033  
NCIX 7034  
NCIX 7035

NCIX 7036  
NCIX 7037  
NCIX 7038  
NCIX 7041  
NCIX 7042  
NCIX 7044  
NCIX 7045  
NCIX 7046  
NCIX 7047  
NCIX 7048  
NCIX 7049  
NCIX 7050  
NCIX 7051  
NCIX 7052  
NCIX 7053  
NCIX 7054  
NCIX 7055  
NCIX 7056  
NCIX 7060

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