

RECORDATION NO 30878 FILED
August 02, 2013 02:25 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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August 2, 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, dated as of August 1, 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: PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
295 Fifth Avenue
Pittsburgh, PA 15222

Lessee: Ineos ABS (USA), LLC
356 Three Rivers Parkway
Addyston, OH 45001

Section Chief
August 2, 2013
Page 2

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

297 covered hopper railcars within the series LUPX 1096 – LUPX 1160, LUPX 15331 – LUPX 15360, and LUPX 60573 – LUPX 60803.

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

Memorandum of Lease.

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

THIS MEMORANDUM OF LEASE is made and entered into as of August 1, 2013 between PNC Equipment Finance, LLC, a Delaware limited liability company ("Lessor") and Ineos ABS USA, LLC, a Delaware limited liability company ("Lessee") with reference to the following:

1. Pursuant to a certain Railcar Lease Agreement dated as of August 1, 2013, between Lessor and Lessee, (the "Lease") and Schedule No. 2 thereto, dated as of August 1, 2013, Lessee agreed to lease from Lessor 297 covered hopper railcars as more completely described on Exhibit "A" hereto.
2. This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board under 49 U.S.C. Section 11301 and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.
3. This Memorandum of Lease may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Lease to be executed by a duly authorized officer as of the day and year first above written.

PNC EQUIPMENT FINANCE, LLC

Lessor

By: 

Name: Cheree F. Kurela

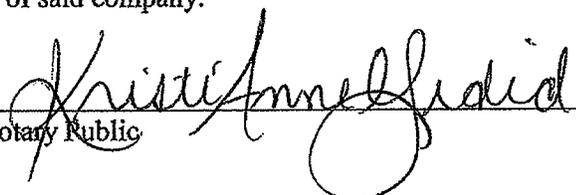
Title: Vice President

Commonwealth of Pennsylvania)
County of Allegheny)

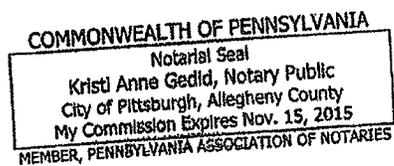
SS.

On this 2nd day of August 2013, before me appeared Cheree F. Kurela, to me personally known, who being by me duly sworn, stated that he/she is the Vice President of PNC Equipment Finance, LLC, that said instrument was signed on behalf of said company by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Seal]


Notary Public

My commission expires: November 15, 2015



INEOS ABS USA, LLC
Lessee

By: [Signature]
Name: Clark L. Carter
Title: FO INEOS ABS USA, LLC

State of Ohio)
County of Hamilton) SS.

On this 1 day of August 2013, before me appeared CLARK CARTER, to me personally known, who being by me duly sworn, stated that he/she is the CFO of Ineos ABS USA, LLC, that said instrument was signed on behalf of said company by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Seal]

Sheralyn K. Rowland
Notary Public

My commission expires: 6/10/2018

SHERALYN K. ROWLAND
Notary Public, State of Ohio
My Commission Expires 06-10-2018

EXHIBIT "A"

297 covered hopper railcars bearing the following reporting marks and car numbers:

LUPX	1096
LUPX	1097
LUPX	1098
LUPX	1099
LUPX	1100
LUPX	1101
LUPX	1102
LUPX	1103
LUPX	1104
LUPX	1105
LUPX	1106
LUPX	1107
LUPX	1108
LUPX	1109
LUPX	1110
LUPX	1111
LUPX	1112
LUPX	1115
LUPX	1116
LUPX	1117
LUPX	1120
LUPX	1122
LUPX	1123
LUPX	1125
LUPX	1126
LUPX	1127
LUPX	1128
LUPX	1129
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LUPX	1160
LUPX	15331
LUPX	15332
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LUPX	15346
LUPX	15348
LUPX	15349
LUPX	15354
LUPX	15360
LUPX	60573
LUPX	60574
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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: 8/2/2013

Edward M Luria
Edward M. Luria