

July 26, 2016 02:30 PM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 26, 2016

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 an Amendment to Memorandum of Lease, dated as of July 26, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 32192.

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

Lessor: Congress Financial Capital Corporation (Canada)
40 King Street West, Suite 3200
Toronto, ON M5H 3Y2 CANADA

Lessee: NOVA Chemicals Corporation
1000 – 7th Avenue S.W.
Calgary, Alberta T2P 5L5 CANADA

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

298 covered hopper railcars: NCIX 7096 – NCIX 7099, inclusive, and NCLX 1 – NCLX 300 (excluding NCLX 11, NCLX 59, NCLX 136, NCLX 217, NCLX 217, NCLX 263, and NCLX 284).

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

Amendment to Memorandum of Lease.

Also enclosed is a check in the amount of \$43.00 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 "Claire Murphy". The signature is written in a cursive style with a large, looping "y" at the end.

Claire E. Murphy

CEM
Enclosures

**AMENDMENT TO MEMORANDUM OF LEASE
(Surface Transportation Board and Registrar General)**

THIS AMENDMENT TO MEMORANDUM OF LEASE dated as of July 26, 2016 (the “**Memorandum**”) is between CONGRESS FINANCIAL CAPITAL CORPORATION (CANADA) (the “**Lessor**”) and NOVA CHEMICALS CORPORATION (the “**Lessee**”).

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessor and Lessee are parties to that certain Master Lease Agreement dated as of May 6, 2016 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “**Master Lease**”), Lease Schedule No. 1 dated as of May 6, 2016 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, “**Schedule No. 1**”) and the Letter Agreement dated as of May 31, 2016 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “**Letter Agreement**”, and together with the Master Lease and Schedule No. 1, the “**Lease Documents**”) pursuant to which two hundred ninety-eight (298) covered hoppers (the “**Unit(s)**”) are leased by Lessor to Lessee.

B. The Memorandum of Lease to the Master Lease and Schedule No. 1 (“**Original Memorandum**”) was filed at the Surface Transportation Board on May 9, 2016 at 12:15 PM under recordation number 32192 and at the Registrar General of Canada on May 9, 2016 at 3:31 under deposit number 25315.

C. In the Lease Documents, Unit NCLX 236 was mistakenly omitted and Unit NCLX 263 was included, but Unit NCLX 263 had previously suffered a casualty.

D. Lessee and Lessor have entered into that certain Omnibus Amendment No. 1 to Certain Lease Documents dated as of July 26, 2016 thereby amending certain of the Lease Documents in certain respects to correct the Unit references.

E. Schedule I to the Original Memorandum is hereby amended and replaced by Schedule I attached hereto.

F. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

G. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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CONGRESS FINANCIAL CAPITAL CORPORATION (CANADA)

By: *Lori Heissler*

Name: Lori Heissler

Title: Assistant Vice President

STATE OF ILLINOIS)

) ss:

COUNTY OF COOK)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 25th day of July, 2016 by LORI HEISSLER, as ASSISTANT VICE PRESIDENT of CONGRESS FINANCIAL CAPITAL CORPORATION (CANADA).

Kathleen A. Dombrowski
Notary Public

My commission expires: 8/27/2017

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF RAILCARS

Two Hundred Ninety-Eight (298) 6,245 cubic feet capacity, 286,000 lbs. Gross Rail Load Capacity, AAR Car Type Code C214 covered hoppers manufactured new by National Steel Car in 1998 numbered NCLX 1-10, 12-58, 60-135, 137-216, 218-262, 264-283, 285-300, and NCIX 7096-7099.

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: July 26, 2016



Claire E. Murphy