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November 2, 2015

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of November 2, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

BMO Harris Equipment Finance Company  
770 N Water Street, 8<sup>th</sup> Floor  
Milwaukee, WI 53202

Lessee:

Nova Chemicals, Inc.  
1550 Coraopolis Heights Road  
Moon Township, PA 15108

A description of the equipment covered by the Memorandum of Lease Agreement consists of 300 covered hopper cars numbered NCIX 8000-8299, inclusive.

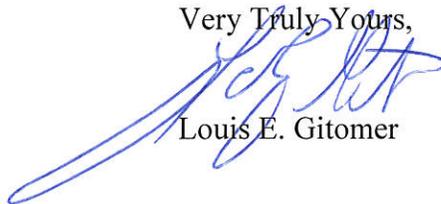
Ms. Cynthia T. Brown  
November 2, 2015  
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between BMO Harris Equipment Finance Company, 770 N Water Street, 8<sup>th</sup> Floor, Milwaukee, WI 53202, and Nova Chemicals, Inc., 1550 Coraopolis Heights Road, Moon Township, PA 15108, covering 300 covered hopper cars numbered NCIX 8000-8299, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of ~~October~~ <sup>November 2</sup> \_\_\_\_, 2015

between

NOVA CHEMICALS INC.,  
as Lessee,

and

BMO HARRIS EQUIPMENT FINANCE COMPANY,  
as Lessor

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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of <sup>November</sup> ~~October~~ 2, 2015, by and between BMO HARRIS 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 to be more fully described in that certain Rail Equipment Lease Agreement dated as of August 31, 2015, and Schedule Series A No. 1 thereto and incorporating the terms thereof (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.

BMO HARRIS EQUIPMENT FINANCE  
COMPANY

By: *Julie Griffin*  
Name: Julie Griffin  
Title: Vice President

STATE OF WISCONSIN )  
 ) ss.  
COUNTY OF MILWAUKEE )

On this 15<sup>th</sup> day of October, 2015, before me appeared JULIE GRIFFIN, the person who signed this instrument, who acknowledged that (s)he is the VICE PRESIDENT of BMO HARRIS EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

*Eileen R. O'Neil*  
Notary Public EILEEN R. O'NEIL

My commission expires:

July 3, 2016

NOVA CHEMICALS INC.

By: Todd Karran  
Name: Todd Karran  
Title: President and CEO

STATE OF Pennsylvania )  
 ) ss.  
COUNTY OF Allegheny )

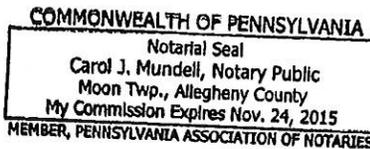
On this \_\_\_\_\_ day of October, 2015, before me appeared Todd Karran, the person who signed this instrument, who acknowledged that (s)he is the President and CEO of NOVA Chemicals Inc. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Carol J. Mundell  
Notary Public

My commission expires:

November 24, 2015



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

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Three hundred (300) CF6400 CenterFlow covered hopper cars numbered NCIX 8000 through 8299, inclusive