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December 18, 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 December 18, 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:

Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45202

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 6,400 cu. ft. covered hopper cars numbered NCIX 7700-7999, inclusive.

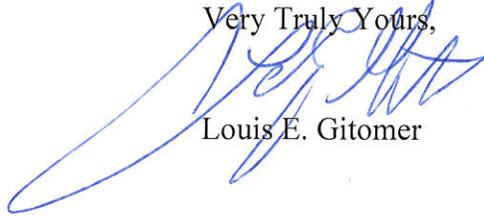
A fee of \$43.00 is enclosed. Please return one copy by email to:

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Ms. Cynthia T. Brown
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Fifth Third Equipment Finance Company, 38 Fountain Square Plaza, Cincinnati, OH 45202, and Nova Chemicals, Inc., 1550 Coraopolis Heights Road, Moon Township, PA 15108, covering 300 6,400 cu. ft. covered hopper cars numbered NCIX 7700-7999, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 18, 2015

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 December __, 2015, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 18, 2015, 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. 005 thereto and incorporating the terms thereof, dated as of December 18, 2015 (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.

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EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

(300) 6,400 Cubic Foot Covered Hopper rail cars bearing reporting marks NCIX 7700-7999, inclusive