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May 27, 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 a Memorandum of Assignment of Lease, dated as of May 25, 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 Agreement previously filed with the Board under Recordation Number 30855.

The names and addresses of the parties to the enclosed document are:

Assignor: Fifth Third Equipment Finance Company
38 Fountain Square, MD 10904A
Cincinnati, OH 45263

Assignee: SunTrust Equipment Finance & Leasing Corp.
300 E. Joppa Road, Suite 700
Towson, MD 21286

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

360 railcars within the series NCIX 6005 – NCIX 6370, as set forth on the attachment to the document.

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

Memorandum of Assignment of Lease.

Section Chief
May 27, 2016
Page 2

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

(Schedule No. 1)

Dated as of May 24, 2016

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
Assignor

and

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

Assignee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2016 at ____:____.M
Recordation Number _____

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of May 24, 2016, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY (“Fifth Third” or the “Assignor”) and SUNTRUST EQUIPMENT FINANCE & LEASING CORP. (“SunTrust” or the “Assignee”), with reference to the following:

NOVA CHEMICALS INC. (“Lessee”), as lessee, and Fifth Third, as lessor, entered into a Rail Equipment Lease Agreement dated July 24, 2013 (the “Lease”) in respect to the Units defined by Equipment Schedule 1, dated July 24, 2013, a Memorandum of which was filed with the Surface Transportation Board (“STB”) on July 24, 2013 under Recordation No. 30855.

Now, Fifth Third, as assignor, wishes to assign to SunTrust, and SunTrust, as assignee, wishes to assume from Fifth Third, all of Fifth Third’s rights, title and interest in the Lease and the Units.

Assignor, as assignor, and Assignee, as assignee, have executed that certain Specification of Assigned Equipment Schedule dated as of the date hereof to that certain Assignment Agreement dated as of the 16 day of May, 2008 hereof by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor’s rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor’s rights and obligations under the Lease, in each case, solely with respect to the assigned Units (the terms of which assignment and assumption are more particularly set forth in such Specification), and (b) Assignor has sold the assigned Units to Assignee.

The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Units described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Units.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment of Lease to be signed and sealed by their respective corporate officers as of the date and year first above written.

Assignor:

FIFTH THIRD EQUIPMENT FINANCE
COMPANY

By: Michael Hube
Name: Michael Hube
Title: Vice President

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 24 day of May, 2016, before me the subscriber personally appeared Michael Hube, who being by me duly sworn, did depose and say: that (s)he is a VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Paula D. McQueen
NOTARY PUBLIC

My Commission Expires: _____



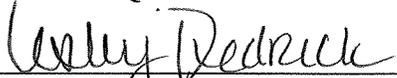
PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

[Assignor signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment of Lease to be signed and sealed by their respective corporate officers as of the date and year first above written.

Assignee:

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

By: 
Name: Lesley Dedrick
Title: Vice President

[Assignee signature page]

EXHIBIT NO. 1

EQUIPMENT DESCRIPTION

Model	Unit Number
COVERED HOPPER C214	NCIX 6005
COVERED HOPPER C214	NCIX 6006
COVERED HOPPER C214	NCIX 6007
COVERED HOPPER C214	NCIX 6008
COVERED HOPPER C214	NCIX 6009
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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: May 27, 2016

Edward M Luria

Edward M. Luria