

RECORDATION NO 26428-O FILED
November 26, 2013 01:10 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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November 26, 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 Amended and Restated Sublease (TDCC 2006-A), dated as of November 26, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 26428.

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

Sublessor:	The Dow Chemical Company 2030 Dow Center Midland, Michigan 48764
Sublessee:	Americas Styrenics LLC 24 Waterway Avenue, Suite 1200 The Woodlands, TX 77380

Section Chief
November 26, 2013
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A description of the railroad equipment covered by the enclosed document is:

74 railcars within series DOWX 73029 – DOWX 73475 as more particularly set forth in the attachment to the document.

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

Memorandum of Amended and Restated Sublease (TDCC 2006-A).

Also enclosed is a check in the amount of \$44.00 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 long horizontal flourish extending to the right.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF AMENDED AND RESTATED SUBLEASE
(TDCC 2006 - A)
(USA)**

Memorandum of Amended and Restated Sublease, dated as of November 26, 2013, by and between The Dow Chemical Company, a Delaware corporation, as Sublessor ("**Sublessor**"), and Americas Styrenics LLC, a Delaware limited liability company, as Sublessee ("**Sublessee**").

WITNESSETH:

1. The undersigned have entered into that certain Amended and Restated Sublease Agreement (TDCC 2006 – A), dated as of November 26, 2013 (as amended, amended and restated, supplemented or modified from time to time, the "**Sublease**"), pursuant to which railroad equipment from time to time identified in Sublease Supplements thereto shall be subleased by Sublessor to Sublessee as of the date first set forth hereinabove and subject to the term defined in said Sublease.

2. The undersigned have entered into (a) that certain Sublease Supplement No. 1 (TDCC 2006 – A) (the "**Sublease Supplement No. 1**"), dated July 1, 2010, (b) that certain Sublease Supplement No. 2 (TDCC 2006 – A) (the "**Sublease Supplement No. 2**"), dated September 12, 2011, (c) that certain Sublease Supplement No. 3 (TDCC 2006 – A) (the "**Sublease Supplement No. 3**"), dated November 26, 2013, and (d) that certain Supplement No. 4 (TDCC 2006 – A) (the "**Sublease Supplement No. 4**"), dated November 26, 2013.

3. Effective as of November 26, 2013, the undersigned (a) have agreed not to renew the Sublease for a renewal term with respect to Sublease Supplement No. 1 and Sublease Supplement No. 2 as such Sublease Supplements pertain to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and made a part hereof and (b) have entered into Sublease Supplement No. 3 and Sublease Supplement No. 4, whereby the terms and provisions of the above-described Sublease are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit B attached hereto and made a part hereof.

4. This Memorandum of said Sublease, Sublease Supplement No. 3 and Sublease Supplement No. 4 is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

5. The parties hereto are the same parties to said Sublease, Sublease Supplement No. 1, Sublease Supplement No. 2, Sublease Supplement No. 3 and Sublease Supplement No. 4, and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of Sublessor therein.

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

[Signature Pages Follow.]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE DOW CHEMICAL COMPANY

By: Dwayne Smartt
Name: Dwayne Smartt
Title: Senior Supply Manager

Executed on this 22nd day of November, 2013.

STATE OF MICHIGAN)
COUNTY OF MIDLAND)

On this 22 day of November, 2013, before me personally appeared in the City of MIDLAND, State of MICHIGAN, DWAYNE SMARTT, to me personally known, who being by me duly sworn, says that s/he is the SENIOR SUPPLY MANAGER of The Dow Chemical Company, that the foregoing instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ashley Kaye Nickel
Notary Public

[NOTARIAL SEAL]
My commission expires: March 6, 2020

ASHLEY KAYE NICKEL
NOTARY PUBLIC - STATE OF MICHIGAN
COUNTY OF MIDLAND
My commission expires March 6, 2020
Acting in the County of Midland

AMERICAS STYRENICS LLC

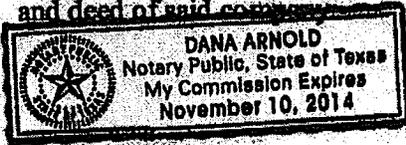


By: Randall Pogue
Name: Randall Pogue
Title: Vice-President

Executed on this 25 day of November, 2013.

STATE OF Texas)
COUNTY OF Montgomery)

On this 25th day of November, 2013, before me personally appeared in the City of Montgomery, State of Texas, Randall Pogue, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Americas Styrenics, that the foregoing instrument was signed and sealed on behalf of said company, by authority of its Members and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Dana Arnold
Notary Public

[NOTARIAL SEAL]
My commission expires: 11/10/2014

EXHIBIT A

Sublease 2006-A Type 5 Equipment

SCHEDULE OF UNITS

Unit #	Serial Number	Description	
		CAR GROUP	STENCIL CLASS
1	DOWX073435	NPCS30L-S-	111S100W1
2	DOWX073436	NPCS30L-S-	111S100W1
3	DOWX073452	NPCS30L-S-	111S100W1
4	DOWX073460	NPCS30L-S-	111S100W1
5	DOWX073465	NPCS30L-S-	111S100W1
6	DOWX073471	NPCS30L-S-	111S100W1
7	DOWX073029	NPCS29-S-	111S100W1
8	DOWX073032	NPCS29L-S-	111S100W1
9	DOWX073034	NPCS29-S-	111S100W1
10	DOWX073059	NPCS29-S-	111S100W1
11	DOWX073061	NPCS29L-S-	111S100W1
12	DOWX073063	NPCS29-S-	111S100W1
13	DOWX073066	NPCS29-S-	111S100W1
14	DOWX073092	NPCS29L-S-	111S100W1
15	DOWX073098	NPCS29L-S-	111S100W1
16	DOWX073116	NPCS29-S-	111S100W1
17	DOWX073119	NPCS29-S-	111S100W1
18	DOWX073126	NPCS29-S-	111S100W1
19	DOWX073134	NPCS29-S-	111S100W1
20	DOWX073137	NPCS29-S-	111S100W1
21	DOWX073144	NPCS29-S-	111S100W1
22	DOWX073148	NPCS29L-S-	111S100W1
23	DOWX073149	NPCS29L-S-	111S100W1
24	DOWX073153	NPCS29-S-	111S100W1

EXHIBIT B

Sublease 2006-A Type 5 Equipment

SCHEDULE OF UNITS

Unit #	Serial Number	Description	
		CAR GROUP	STENCIL CLASS
1	DOWX073432	NPCS30L-S-	111S100W1
2	DOWX073433	NPCS30L-S-	111S100W1
3	DOWX073437	NPCS30L-S-	111S100W1
4	DOWX073443	NPCS30L-S-	111S100W1
5	DOWX073445	NPCS30L-S-	111S100W1
6	DOWX073446	NPCS30L-S-	111S100W1
7	DOWX073448	NPCS30L-S-	111S100W1
8	DOWX073451	NPCS30L-S-	111S100W1
9	DOWX073456	NPCS30L-S-	111S100W1
10	DOWX073458	NPCS30L-S-	111S100W1
11	DOWX073461	NPCS30L-S-	111S100W1
12	DOWX073462	NPCS30L-S-	111S100W1
13	DOWX073463	NPCS30L-S-	111S100W1
14	DOWX073468	NPCS30L-S-	111S100W1
15	DOWX073472	NPCS30L-S-	111S100W1
16	DOWX073475	NPCS30L-S-	111S100W1
17	DOWX073033	NPCS29L-S-	111S100W1
18	DOWX073036	NPCS29L-S-	111S100W1
19	DOWX073037	NPCS29-S-	111S100W1
20	DOWX073038	NPCS29-S-	111S100W1
21	DOWX073039	NPCS29-S-	111S100W1
22	DOWX073041	NPCS29L-S-	111S100W1
23	DOWX073044	NPCS29L-S-	111S100W1
24	DOWX073050	NPCS29L-S-	111S100W1
25	DOWX073051	NPCS29L-S-	111S100W1
26	DOWX073053	NPCS29L-S-	111S100W1
27	DOWX073055	NPCS29L-S-	111S100W1
28	DOWX073058	NPCS29L-S-	111S100W1
29	DOWX073068	NPCS29L-S-	111S100W1
30	DOWX073072	NPCS29L-S-	111S100W1
31	DOWX073073	NPCS29L-S-	111S100W1
32	DOWX073081	NPCS29L-S-	111S100W1
33	DOWX073087	NPCS29L-S-	111S100W1
34	DOWX073093	NPCS29-S-	111S100W1
35	DOWX073096	NPCS29L-S-	111S100W1
36	DOWX073097	NPCS29L-S-	111S100W1
37	DOWX073104	NPCS29L-S-	111S100W1
38	DOWX073109	NPCS29-S-	111S100W1
39	DOWX073110	NPCS29-S-	111S100W1
40	DOWX073114	NPCS29-S-	111S100W1
41	DOWX073117	NPCS29-S-	111S100W1
42	DOWX073118	NPCS29-S-	111S100W1

43	DOWX073122	NPCS29—S-	111S100W1
44	DOWX073128	NPCS29—S-	111S100W1
45	DOWX073129	NPCS29—S-	111S100W1
46	DOWX073133	NPCS29—S-	111S100W1
47	DOWX073138	NPCS29—S-	111S100W1
48	DOWX073142	NPCS29—S-	111S100W1
49	DOWX073150	NPCS29L—S-	111S100W1
50	DOWX073151	NPCS29—S-	111S100W1

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: 11/26/13

Edward M Luria
Edward M. Luria