

RECORDATION NO. 23530-A FILED
SEP 23 '04 3-05 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 23, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Amendment to Memorandum of Railcar Equipment Lease, dated as of June 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railcar Equipment Lease which is being/was previously filed with the Board under Recordation Number 23530.

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

- Lessor: State Street Bank and Trust Company of Connecticut National Association
Goodwin Square,
225 Asylum Street 23rd Floor
Hartford, Connecticut 06103
- Lessee: NOVA Chemicals Inc.
1550 Coraopolis Heights Road
Moon Township, Pennsylvania 15108

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

The following 48 of the 234 covered hopper railcars included in the original Railcar Equipment Lease reported under Recordation Number 23530 are removed: NCIX 6887, NCIX 6981, NCIX 7039, NCIX 7040, NCIX 7043, NCIX 7057 - NCIX 7059 and NCIX 7061 - NCIX 7100, leaving under lease 186 cars within the series NCIX 6753 - NCIX 7060 as more particularly set forth in the equipment schedule attached to the document.

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

Amendment to Memorandum of Railcar Equipment Lease.

Also enclosed is a check in the amount of \$30.00 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

23530 A

EXECUTION VERSION

SEP 23 '04

3-05 PM

SURFACE TRANSPORTATION BOARD

AMENDMENT TO
MEMORANDUM OF RAILCAR EQUIPMENT LEASE

This Amendment to Memorandum of Railcar Equipment Lease (this "Amendment") is made as of June 28, 2001 by and between State Street Bank and Trust Company of Connecticut, National Association, a national banking association with an address at 225 Asylum Street, 23rd Floor, Hartford, Connecticut 06103, not in its individual capacity but solely as Owner Trustee (in such capacity, the "Lessor"), and NOVA Chemicals Inc., a Delaware corporation, with an address at 1550 Coraopolis Road, Moon Township, Pennsylvania 15108 (the "Lessee").

WHEREAS, the Lessor and the Lessee entered into (i) that certain Equipment Lease Agreement dated as of June 22, 2001 (the "Lease"), (ii) that certain Lease Supplement dated June 22, 2001 (the "Lease Supplement"), and (iii) that certain Memorandum of Railcar Equipment Lease dated June 28, 2001 (the "Memorandum of Lease");

WHEREAS, the Memorandum of Lease was duly filed for recordation with the Surface Transportation Board on June 28, 2001 under Recordation Number 23530;

WHEREAS, pursuant to the Lease and the Lease Supplement, the Lessor leased to the Lessee 186, 6400 cubic foot, covered hopper railroad cars;

WHEREAS, the Memorandum of Lease and Schedule I thereto stated in error that the Lease and the Lease Supplement covered 234, 6400 cubic foot, covered hopper railroad cars; and

WHEREAS, the Lessor and the Lessee desire to correct the Memorandum of Lease and the public record by amending the Memorandum of Lease to confirm that the Lease and the Lease Supplement have never covered 48 of the railcars referred to in Schedule I to the Memorandum of Lease;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Amendment. The Memorandum of Lease is hereby amended by deleting Schedule I attached thereto and substituting in lieu thereof the Schedule I attached hereto.

2. Termination. The following 48 railcars have never been leased under or covered by the Lease or the Lease Supplement and the lease, if any, of such railcars evidenced by the Memorandum of Lease is hereby terminated effective as of the June 28, 2001 date of the Memorandum of Lease:

6400 Cubic Foot Covered Hopper Cars numbered:

NCIX00 Series:

6887, 6981, 7039, 7040, 7043, 7057, 7058, 7059

and NCIX007061 to NCIX007100, inclusive

Total Cars: 48

3. Effect on the Memorandum of Lease. Except as expressly amended hereby, all of the terms and conditions of the Memorandum of Lease shall remain unaltered, shall continue to be,

and shall remain, in full force and effect in accordance with their respective terms, and are hereby ratified and confirmed in all respects.

4. Effect on the Lease and Lease Supplement. This Amendment does not amend or otherwise modify in any way any of the terms or conditions of either the Lease or the Lease Supplement, and all of the terms and conditions of the Lease and the Lease Supplement shall remain unaltered, shall continue to be, and shall remain, in full force and effect in accordance with their respective terms, and are hereby ratified and confirmed in all respects.

5. Successors and Assigns. This Amendment shall be binding upon and inure to the benefit of each of the parties hereto and their respective successors and assigns.

6. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and all such counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of the Lessor and the Lessee has caused this Amendment to Memorandum of Railcar Equipment Lease to be duly executed by its duly authorized officer, all as of the day and year first written above.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity but solely Owner Trustee

By: 

Title: Mark A. Forgetta

Title: Authorized Signatory

NOVA CHEMICALS INC.

By: _____

Title: _____

By: _____

Title: _____

and shall remain, in full force and effect in accordance with their respective terms, and are hereby ratified and confirmed in all respects.

4. Effect on the Lease and Lease Supplement. This Amendment does not amend or otherwise modify in any way any of the terms or conditions of either the Lease or the Lease Supplement, and all of the terms and conditions of the Lease and the Lease Supplement shall remain unaltered, shall continue to be, and shall remain, in full force and effect in accordance with their respective terms, and are hereby ratified and confirmed in all respects.

5. Successors and Assigns. This Amendment shall be binding upon and inure to the benefit of each of the parties hereto and their respective successors and assigns.

6. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and all such counterparts shall constitute one and the same agreement.

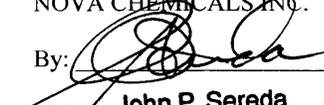
IN WITNESS WHEREOF, each of the Lessor and the Lessee has caused this Amendment to Memorandum of Railcar Equipment Lease to be duly executed by its duly authorized officer, all as of the day and year first written above.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity but solely Owner Trustee

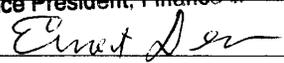
By: _____

Title: _____

NOVA CHEMICALS INC.

By:  _____

Title: **John P. Sereda**
Vice President, Finance & Treasurer

By:  _____

Title: **SECRETARY**

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this ____ day of September, 2004, before me personally appeared Mark A. Forgetta, to me personally known, who being duly sworn, says that her/she is a ~~Authorized Signatory~~ of State Street Bank and Trust Company of Connecticut, National Association, that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors; and he/she acknowledged that the execution and of the foregoing instrument was the free act and deed of said national banking association.

My commission expires: _____

Susan P. McNally
Notary Public
SUSAN P. McNALLY
NOTARY PUBLIC
MY COM. EXPIRES MAR. 31, 2005

STATE OF _____)
) SS.:
COUNTY OF _____)

On this ____ day of September, 2004, before me personally appeared _____ and _____, each of them to me personally known, who being duly sworn, says that they are a _____ and a _____ of NOVA Chemicals Inc, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors; and each of them acknowledged that the execution and of the foregoing instrument was the free act and deed of said corporation.

My commission expires: _____

Notary Public

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this _____ day of September, 2004, before me personally appeared _____, to me personally known, who being duly sworn, says that her/she is a _____ of State Street Bank and Trust Company of Connecticut, National Association, that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors; and he/she acknowledged that the execution and of the foregoing instrument was the free act and deed of said national banking association.

My commission expires: _____

Notary Public

STATE OF PA)
) SS.:
COUNTY OF Allegheny)

On this 20th day of September, 2004, before me personally appeared John Sereda and Ernest Dean, each of them to me personally known, who being duly sworn, says that they are a Vice President and a Secretary of NOVA Chemicals Inc, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors; and each of them acknowledged that the execution and of the foregoing instrument was the free act and deed of said corporation.

My commission expires: November 24, 2007

Carol J. Mundell

Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Carol J. Mundell, Notary Public
Moon Twp., Allegheny County
My Commission Expires Nov. 24, 2007
Member Pennsylvania Association Of Notaries

SCHEDULE I
to Memorandum of Lease dated June 28, 2001

6400 Cubic Foot Covered Hopper Cars numbered:

NCIX00 Series:

6753, 6825, 6832, 6837, 6859, 6861, 6864, 6865,
6866, 6867, 6872, 6873, 6875, 6877, 6878, 6881,
7060

and NCIX006883 to NCIX007056, inclusive, but excluding NCIX00 series:

6887, 6981, 7039, 7040, 7043

] Total cars: 186