

RECORDATION NO 25258-C FILED

MAY 14 '09

2-49 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

May 12, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 21, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25258.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Nova Chemicals Inc.
1550 Coraopolis Heights Road
Coraopolis, PA 15108

A description of the railroad equipment covered by the enclosed document is for forty eight (48) 100-ton, 5711 cu. ft. covered hopper cars; with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marcia Dunne', with a long, sweeping underline.

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures

(NOVA)081

ASSGN. NO.: NOVA008

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of April, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and NOVA Chemicals, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 21, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2098, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Cricklesky

Name: SUSAN CRICKLESKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 21st day of April, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of April, 2009.

Georgia Freiburger
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

NOVA CHEMICALS, INC.

By: _____
Peter H. Masterman
Name: Vice President
Global Purchasing & Logistics.
Title: _____

ATTEST:

By: _____
Name: JOSEPH G. MORROW
Title: RAIL FLEET MANAGEMENT SPECIALIST

Executed on this 15th day of April, 2009.

[CORPORATE SEAL]

STATE OF Pennsylvania
COUNTY OF Allegheny

I, CAROL J. MUNDELL, a Notary Public of the County and State aforesaid, certify that Peter H. MASTERMAN personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of April, 2009.

Notary Public

Commission Expires:
11-24-2011
(Notary Public)

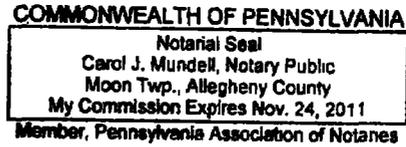


EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Forty-eight (48)
- II. DESCRIPTION OF CARS: 110-Ton, 5711 cu.ft. capacity plastic pellet covered hopper cars, total weight on rail of 263,000 lbs.
- III. CAR NUMBERS: Cars to be remarked to Lessor's reporting mark.

<u>Old Car Marks</u>		<u>New Car Marks</u>		<u>Old Car Marks</u>		<u>New Car Marks</u>	
NAHX	570320	FURX	878370	NAHX	570340	FURX	878390
NAHX	570319	FURX	878369	NAHX	570339	FURX	878389
NAHX	570318	FURX	878368	NAHX	570338	FURX	878388
NAHX	570317	FURX	878367	NAHX	570337	FURX	878387
NAHX	570316	FURX	878366	NAHX	570336	FURX	878386
NAHX	570315	FURX	878365	NAHX	570335	FURX	878385
NAHX	570314	FURX	878364	NAHX	570334	FURX	878384
NAHX	570313	FURX	878363	NAHX	570333	FURX	878383
NAHX	570312	FURX	878362	NAHX	570332	FURX	878382
NAHX	570311	FURX	878361	NAHX	570331	FURX	878381
NAHX	570310	FURX	878360	NAHX	570330	FURX	878380
NAHX	570309	FURX	878359	NAHX	570328	FURX	878379
NAHX	570308	FURX	878357	NAHX	570327	FURX	878377
NAHX	570306	FURX	878356	NAHX	570326	FURX	878376
NAHX	570305	FURX	878355	NAHX	570325	FURX	878375
NAHX	570304	FURX	878354	NAHX	570324	FURX	878374
NAHX	570303	FURX	878353	NAHX	570323	FURX	878373
NAHX	570302	FURX	878352	NAHX	570322	FURX	878372
NAHX	570301	FURX	878351	NAHX	570321	FURX	878371
NAHX	570300	FURX	878350				
NAHX	570349	FURX	878399				
NAHX	570348	FURX	878398				
NAHX	570347	FURX	878397				
NAHX	570346	FURX	878396				
NAHX	570345	FURX	878395				
NAHX	570344	FURX	878394				
NAHX	570343	FURX	878393				
NAHX	570342	FURX	878392				
NAHX	570341	FURX	878391				