

June 27, 2012 01:45 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

June 27, 2012

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 Full Release of Security Interest, a secondary document, dated as of June 26, 2012. The primary document to which this is connected is recorded under Recordation Number 20723. We request that this document be recorded under Recordation Number 20723-I.

The names and addresses of the parties to the Full Release of Security Interest are:

Indenture Trustee:

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to
The First National Bank of Chicago
2 N. LaSalle Street, Suite 1020
Chicago, IL 60602

Owner Trustee:

U.S. Bank National Association
225 Asylum Street
Hartford, Connecticut 06103

Lessee:

NOVA Chemicals Inc.
1550 Coraopolis Heights Road
Moon Township, PA 15108

A description of the equipment covered by the Full Release of Security Interest consists of 500 covered hopper cars numbered NCIX 912-1411, inclusive.

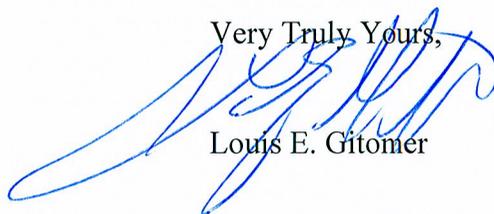
Ms. Cynthia T. Brown
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Full Release of Security Interest among The Bank of New York Mellon Trust Company, N.A., successor-in-interest to The First National Bank of Chicago, 2 N. LaSalle Street, Suite 1020, Chicago, IL 60602, U.S. Bank National Association, 225 Asylum Street, Hartford, Connecticut 06103, and NOVA Chemicals Inc., 1550 Coraopolis Heights Road, Moon Township, PA 15108, covering 500 covered hopper cars numbered NCIX 912-1411, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

FULL RELEASE OF SECURITY INTEREST

Each of the undersigned does hereby terminate, release and discharge any and all security interests and other interests held by it, and terminate all assignments, with respect to the railcars described on the attached schedule, granted pursuant to the Equipment Lease Agreement, Trust Indenture and Security Agreement and related documents described on the attached schedule, which were duly filed and recorded as specified on the attached schedule.

IN WITNESS WHEREOF, each of the undersigned has caused this Full Release of Security Interest to be executed by its duly authorized officer as of the day and year designated below.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

Dated: June 26, 2012

THE BANK OF NEW YORK MELLON TRUST COMPANY, N. A. (as successor in interest to The First National Bank of Chicago), not in its individual capacity but solely as Indenture Trustee

By: *Benita A. Vaughn*
Name: Benita A. Vaughn
Title: Vice President

STATE OF Illinois)
CITY/COUNTY OF COOK) ss:

On this 26th day of June, 2012, before me personally appeared Benita A. Vaughn to me personally known, who, being by me duly sworn, said that he/she is a Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N. A., not in its individual capacity but solely as Indenture Trustee, that the foregoing instrument was signed with authority, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the Bank.

Diane Mary Wertz
NOTARY PUBLIC

My commission expires:
_____, 20____



Dated: June _____, 2012

NOVA CHEMICALS, INC.
Lessee

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

STATE OF Pennsylvania)
CITY/COUNTY OF Allegheny) ss:

On this 26 day of June, 2012, before me personally appeared Peter Masterman to me personally known, who, being by me duly sworn, said that he/she is a VP Purchasing and Logistics of NOVA CHEMICALS, INC., that the foregoing instrument was signed with authority, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the company.

Carol J. Mundell
NOTARY PUBLIC

My commission expires:

November 24, 2015

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Carol J. Mundell, Notary Public
Moon Twp., Allegheny County
My Commission Expires Nov. 24, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

SCHEDULE TO FULL RELEASE OF SECURITY INTEREST

500 covered hopper cars numbered NCIX 912-1411, inclusive

An Equipment Lease Agreement dated as of June 18, 1997 between Fleet National Bank ("Fleet"), as lessor, and NOVA Chemicals, Inc. ("NOVA"), as lessee, was recorded at the Surface Transportation Board (the "Board") on June 18, 1997 at 9:50 am under Recordation No. 20723 for 500 covered hopper cars numbered NCIX 912-1411, inclusive (the "500 Cars").

A Trust Indenture and Security Agreement dated as of June 18, 1997 between The First National Bank of Chicago ("Chicago"), as Indenture Trustee, and Fleet, as Owner Trustee, was recorded at the Board on June 18, 1997 at 9:50 am under Recordation No. 20723-A for the 500 Cars.

A Lease Supplement dated as of June 18, 1997 between Fleet, as lessor, and NOVA, as lessee, was recorded at the Board on June 18, 1997 at 9:50 am under Recordation No. 20723-B for the 500 Cars.

An Indenture Supplement dated as of June 18, 1997 between Chicago, as Indenture Trustee, and Fleet, as Owner Trustee, was recorded at the Board on June 18, 1997 at 9:50 am under Recordation No. 20723-C for the 500 Cars.

A Bill of Sale dated June 18, 1997 from NOVA RL, Inc., as seller, to Fleet, as lessor, was recorded at the Board on June 18, 1997 at 9:50 am under Recordation No. 20723-D for the 500 Cars.

An Instrument of Acknowledgement of Succession dated as of June 12, 2000 between Fleet, as Owner Trustee, and State Street Bank and Trust Company ("State Street"), as Successor Owner Trustee, was recorded at the Board on June 13, 2000 at 9:32 am under Recordation No. 20723-E for the 500 Cars.

Amendment No. 1 to Lease Supplement dated as of October 28, 2002 between State Street, as lessor, and NOVA, as lessee, was recorded at the Board on November 4, 2002, at 4:15 pm under Recordation No. 20723-F, terminating the lease with respect to one car numbered NCIX 1012.

A Notice of Succession of Trusteeship dated as of August 27, 2004 between State Street, as Owner Trustee, and U.S. Bank National Association, as Successor Owner Trustee, was recorded at the Board on September 22, 2004, at 4:10 pm under Recordation No. 20723-G.

Amendment No. 2 to Lease Supplement dated as of September 27, 2004 between State Street, as lessor, and NOVA, as lessee, was recorded at the Board on October 14, 2004, at 12:10 pm under Recordation No. 20723-H, terminating the lease with respect to one car numbered NCIX 1361.