

RECORDATION NO 21113-K FILED
June 27, 2012 01:50 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
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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 efileing 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 21113. We request that this document be recorded under Recordation Number 21113-K.

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 350 covered hopper cars numbered NCIX 1762-2111, inclusive.

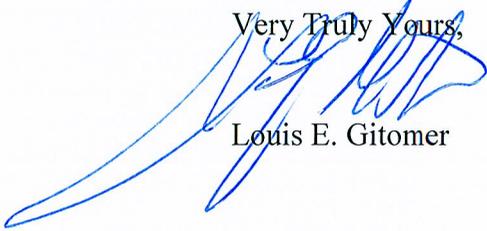
Ms. Cynthia T. Brown
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A fee of \$41.00 is enclosed. Please return one copy by email to:

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 350 covered hopper cars numbered NCIX 1762-2111, 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

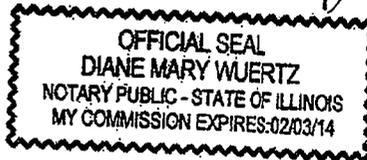
Benita A. Vaughn
Name: Benita A. Vaughn
Title: Vice President

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 V.P. 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

Dated: June _____, 2012

U.S. BANK NATIONAL ASSOCIATION (as successor in interest to State Street Bank and Trust Company of Connecticut, N.A.), not in its individual capacity but solely as Owner Trustee

By: *Kathy L. Mitchell*
Name: Kathy L. Mitchell
Title: Vice President

STATE OF CONNECTICUT)
) ss:
CITY/COUNTY OF HARTFORD)

On this _____ day of June, 2012, before me personally appeared Kathy L. Mitchell, to me personally known, who, being by me duly sworn, said that he/she is a Vice President of U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner 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.

Susan P. McNally
NOTARY PUBLIC

My commission expires:
_____ 20____

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires Mar. 31, 2015

SCHEDULE TO FULL RELEASE OF SECURITY INTEREST

350 covered hopper cars numbered NCIX 1762-2111, inclusive

An Equipment Lease Agreement dated as of December 30, 1997 between State Street Bank and Trust Company of Connecticut, N.A. ("Connecticut"), as lessor, and NOVA Chemicals, Inc. ("NOVA"), as lessee, was recorded at the Surface Transportation Board (the "Board") on December 30, 1997 at 10:35 am under Recordation No. 21113 for 350 covered hopper cars numbered NCIX 1762-2111, inclusive (the "Second 350 Cars").

A Trust Indenture and Security Agreement dated as of December 30, 1997 between The First National Bank of Chicago ("Chicago"), as Indenture Trustee, and Connecticut, as Owner Trustee, was recorded at the Board on December 30, 1997 at 10:35 am under Recordation No. 21113-A for the Second 350 Cars.

A Lease Supplement dated as of December 30, 1997 between Connecticut, as lessor, and NOVA, as lessee, was recorded at the Board on December 30, 1997 at 10:35 am under Recordation No. 21113-B for the Second 350 Cars.

An Indenture Supplement dated as of December 30, 1997 between Chicago, as Indenture Trustee, and Connecticut, as Owner Trustee, was recorded at the Board on December 30, 1997 at 10:35 am under Recordation No. 21113-C for the Second 350 Cars.

A Bill of Sale dated December 30, 1997 from NOVA RL, Inc., as seller, to Connecticut, as lessor, was recorded at the Board on December 30, 1997 at 10:35 am under Recordation No. 21113-D for the Second 350 Cars.

Amendment No. 1 to Lease Supplement dated as of December 27, 2001 between Connecticut, as lessor, and NOVA, as lessee, was recorded at the Board on December 28, 2001, at 10:53 am under Recordation No. 21113-E, terminating the lease with respect to one car numbered NCIX 2005.

Amendment No. 2 to Lease Supplement dated as of October 28, 2002 between Connecticut, as lessor, and NOVA, as lessee, was recorded at the Board on November 4, 2002, at 4:27 pm under Recordation No. 21113-F, terminating the lease with respect to the two cars numbered NCIX 1958 and 2103.

A Notice of Succession of Trusteeship dated as of August 27, 2004 between Connecticut, as Owner Trustee, and U.S. Bank National Association ("U.S. Bank"), as Successor Owner Trustee, was recorded at the Board on September 22, 2004, at 4:28 pm under Recordation No. 21113-G.

Amendment No. 3 to Lease Supplement dated as of September 27, 2007 between U.S. Bank, as lessor, and NOVA, as lessee, was recorded at the Board on October 9, 2007, at 3:52 pm under Recordation No. 21113-I, terminating the lease with respect to one car numbered NCIX 1767.

Amendment No. 4 to Lease Supplement dated as of March 29, 2010 between U.S. Bank, as lessor, and NOVA, as lessee, was recorded at the Board on March 30, 2010, at 11:00 am under Recordation No. 21113-J, terminating the lease with respect to one car numbered NCIX 1938.