

June 29, 2012 3:12 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

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

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

June 29, 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 Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of June 29, 2012. The primary document to which this is connected is recorded under Recordation Number 30265. We request that this document be recorded under Recordation Number 30265-A.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
249 Fifth Avenue
Pittsburgh, PA 15222

Assignee:

JPMorgan Chase Bank, N.A.
1111 Polaris Parkway, Suite A3 (OH1-1085)
Columbus, OH 43240

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 856 covered hopper cars numbered NCIX 212-533, inclusive, 912-1298, inclusive, 1762-1828, inclusive, and 1909-2000, inclusive (excluding, NCIX 236, 258, 366, 367, 394, 454, 1012, 1052, 1199, 1767, 1939, and 1958).

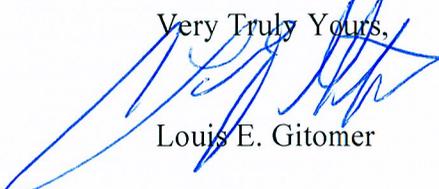
Ms. Cynthia T. Brown
June 29, 2012
Page 2

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@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between PNC Equipment Finance, LLC, One PNC Plaza, 10th Floor, 249 Fifth Avenue, Pittsburgh, PA 15222, and JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, covering 856 covered hopper cars numbered NCIX 212-533, inclusive, 912-1298, inclusive, 1762-1828, inclusive, and 1909-2000, inclusive (excluding, NCIX 236, 258, 366, 367, 394, 454, 1012, 1052, 1199, 1767, 1939, and 1958).

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This **MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**, dated as of June 29, 2012 (this "Agreement"), is between PNC Equipment Finance, LLC ("PNCEF"), as assignor, and JPMORGAN CHASE BANK, N.A. ("Assignee"), as assignee.

1. PNCEF, as lessor, entered into a Rail Equipment Lease Agreement dated as of June 27, 2012 and Schedules Nos. 165068000, 165069000, 165067000, 165070000 and 165071000 thereto (the "Lease"), with NOVA Chemicals Inc. ("NOVA"), as lessee. As evidence of the Lease, a Memorandum of Lease Agreement dated as of June 27, 2012 between PNCEF and NOVA was recorded at the Surface Transportation Board on June 27, 2012, under Recordation No. 30265 for 1,878 covered hopper cars numbered NCIX 212-2111, inclusive (excluding NCIX 236, 258, 366, 367, 394, 454, 578, 1012, 1052, 1199, 1361, 1465, 1479, 1534, 1726, 1731, 1767, 1938, 1958, 2005, 2057, and 2103) (the "Equipment").

2. In consideration of the premises and the agreements herein contained and other good and valuable consideration, the receipt of which is hereby acknowledged, PNCEF does hereby sell, transfer and assign to Assignee, all of PNCEF's rights, title and interest in and to the Equipment described on Exhibit No. 1 attached hereto (the "Assigned Equipment"), subject to the terms and conditions of the Master Assignment Agreement and Specification executed pursuant thereto between PNCEF and Assignee, and Assignee is accepting all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance on June 29, 2012, and PNCEF shall have no interest or authority of any nature regarding the Assigned Equipment.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by its duly authorized officer as of the date first written above.

PNC EQUIPMENT FINANCE, LLC

By: *William C. Badgio*
Name: William C. Badgio
Title: SVP

STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

On this 29th day of June 2012, before me, Jake Matson, the undersigned Notary Public, personally appeared William Badgio personally known to me to be the person who executed the within instrument as SVP on behalf of PNC Equipment Finance, LLC, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Jake Matson
Name: Jake Matson
Notary Public

My Commission Expires: Jan. 4, 2016
Residing in: Duluth, GA

JPMORGAN CHASE BANK, N.A.

By: James M. Baird
Name: James M. Baird
Title: Authorized Officer

STATE OF Ohio)
) ss.:
COUNTY OF Franklin)

On this 29th day of June, 2012, before me, Mary T. Short, the undersigned Notary Public, personally appeared James M. Baird, personally known to me to be the person who executed the within instrument as Authorized Officer on behalf of JPMorgan Chase Bank, N.A., and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary T. Short
Name: Mary T. Short
Notary Public

My Commission Expires: September
Residing in: Franklin County



MARY T. SHORT
Notary Public, State of Ohio
My Comm. Expires June 24, 2015

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Eight Hundred Fifty-Six (856) Covered Hopper Railcars numbered NCIX000212 – NCIX000533, NCIX000912 – NCIX001298, NCIX001762 – NCIX001828, NCIX001909 – NCIX002000 inclusive (excluding, NCIX000236, 258, 366, 367, 394, 454, 1012, 1052, 1199, 1767, 1939, 1958)