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December 31, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment, Lease Supplement No. 1 and Lease Supplement No. 2 (Braskem Lease 2012-D), dated as of December 31, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: JPMorgan Chase Bank, N.A.
1111 Polaris Parkway, Suite A3
Columbus, Ohio 43240

Lessee: Braskem America, Inc.
1735 Market Street, 28th Floor
Philadelphia, PA 19103

Section Chief
December 31, 2012
Page 2

A description of the railroad equipment covered by the enclosed document is:

188 railcars within the series BRKX 66066 – BRKX 67378 and BRKX 68455 – BRKX 68715 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease of Railroad Equipment, Lease Supplement No. 1 and Lease Supplement No. 2 (Braskem Lease 2012-D).

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT, LEASE SUPPLEMENT NO. 1 and LEASE SUPPLEMENT NO. 2 (Braskem Lease 2012-D) dated December 31, 2012, between JPMORGAN CHASE BANK, N.A., (the "Lessor"), and BRASKEM AMERICA, INC., a Delaware corporation (the "Lessee"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into (i) that certain Lease of Railroad Equipment (Braskem Lease 2012-D) dated as of December 28, 2012 (the "Lease"), (ii) that certain Lease Supplement No. 1 (Braskem Lease 2012-D) dated December 31, 2012 ("Supplement no. 1") and (iii) that certain Lease Supplement No. 2 (Braskem Lease 2012-D) dated December 31, 2012 ("Supplement No. 2 ") (the terms of each of which are incorporated herein by reference), covering the railcars identified in Schedule A and Schedule B attached hereto, bearing the equipment numbers of the Lessee shown in said Schedule A and Schedule B, including all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease, Supplement No. 1 and Supplement No. 2 shall be effective as of the Closing Date (as defined in the Lease);

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

JPMORGAN CHASE BANK, N.A., as Lessor

By: Chere L. Oliveira
Name: Chere L. Oliveira
Title: Authorized Officer

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

On this 26th day of December, 2012 before me personally appeared Cherie Oliveto, to me personally known, who, being by me duly sworn, says that he/she is the Authorized Officer of JPMORGAN CHASE BANK, N.A., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.

Tracey DeFrancis
Notary Public
My Commission Expires: March 22, 2014

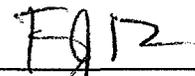


TRACEY DeFRANCIS
Notary Public, State of Ohio
My Comm. Expires March 22, 2014

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BRASKEM AMERICA, INC., as Lessee

By: 
Name: William P. Diebold
Title: Finance Director

By: 
Name: Frederick J. Fisher
Title: Legal Counsel

**Schedule A to
Memorandum of Lease of Railroad
Equipment, Lease Supplement No. 1 and
Lease Supplement No. 2**

DESCRIPTION OF UNITS
(BRASKEM LEASE 2012-D)

| Reporting Mark | Equipment Number | Build Year | Manufacturer | Capacity |
|----------------|------------------|------------|--------------|----------|
| BRKX | 66066 | 1998 | ACF | 6224 |
| BRKX | 66067 | 1998 | ACF | 6224 |
| BRKX | 66070 | 1998 | ACF | 6224 |
| BRKX | 66075 | 1998 | ACF | 6224 |
| BRKX | 66076 | 1998 | ACF | 6224 |
| BRKX | 66077 | 1998 | ACF | 6224 |
| BRKX | 66080 | 1998 | ACF | 6224 |
| BRKX | 66081 | 1998 | ACF | 6224 |
| BRKX | 66084 | 1998 | ACF | 6224 |
| BRKX | 66086 | 1998 | ACF | 6224 |
| BRKX | 66088 | 1998 | ACF | 6224 |
| BRKX | 66090 | 1998 | ACF | 6224 |
| BRKX | 66092 | 1998 | ACF | 6224 |
| BRKX | 66094 | 1998 | ACF | 6224 |
| BRKX | 66095 | 1998 | ACF | 6224 |
| BRKX | 66096 | 1998 | ACF | 6224 |
| BRKX | 66097 | 1998 | ACF | 6224 |
| BRKX | 66098 | 1998 | ACF | 6224 |
| BRKX | 66103 | 1998 | ACF | 6224 |
| BRKX | 66105 | 1998 | ACF | 6224 |
| BRKX | 66108 | 1998 | ACF | 6224 |
| BRKX | 66110 | 1998 | ACF | 6224 |
| BRKX | 66114 | 1998 | ACF | 6224 |
| BRKX | 66116 | 1998 | ACF | 6224 |
| BRKX | 66117 | 1998 | ACF | 6224 |
| BRKX | 66120 | 1998 | ACF | 6224 |
| BRKX | 66121 | 1998 | ACF | 6224 |
| BRKX | 66123 | 1998 | ACF | 6224 |
| BRKX | 66125 | 1998 | ACF | 6224 |
| BRKX | 66126 | 1998 | ACF | 6224 |
| BRKX | 66127 | 1998 | ACF | 6224 |
| BRKX | 66128 | 1998 | ACF | 6224 |
| BRKX | 66131 | 1998 | ACF | 6224 |
| BRKX | 66132 | 1998 | ACF | 6224 |

| Reporting Mark | Equipment Number | Build Year | Manufacturer | Capacity |
|----------------|------------------|------------|--------------|----------|
| BRKX | 66133 | 1998 | ACF | 6224 |
| BRKX | 66134 | 1998 | ACF | 6224 |
| BRKX | 66135 | 1998 | ACF | 6224 |
| BRKX | 66138 | 1998 | ACF | 6224 |
| BRKX | 66145 | 1998 | ACF | 6224 |
| BRKX | 66148 | 1998 | ACF | 6224 |
| BRKX | 66149 | 1998 | ACF | 6224 |
| BRKX | 66154 | 1998 | ACF | 6224 |
| BRKX | 66155 | 1998 | ACF | 6224 |
| BRKX | 66157 | 1998 | ACF | 6224 |
| BRKX | 66158 | 1998 | ACF | 6224 |
| DOWX | 66161 | 1998 | ACF | 6224 |
| BRKX | 66164 | 1998 | ACF | 6224 |
| BRKX | 66166 | 1998 | ACF | 6224 |
| BRKX | 66169 | 1998 | ACF | 6224 |
| BRKX | 66175 | 1998 | ACF | 6224 |
| DOWX | 66176 | 1998 | ACF | 6224 |
| BRKX | 66183 | 1998 | ACF | 6224 |
| BRKX | 66185 | 1998 | ACF | 6224 |
| BRKX | 66187 | 1998 | ACF | 6224 |
| BRKX | 66190 | 1998 | ACF | 6224 |
| BRKX | 66191 | 1998 | ACF | 6224 |
| BRKX | 66192 | 1998 | ACF | 6224 |
| BRKX | 67185 | 2005 | TRTY | 6241 |
| BRKX | 67198 | 2005 | TRTY | 6241 |
| BRKX | 67199 | 2005 | TRTY | 6241 |
| BRKX | 67201 | 2005 | TRTY | 6241 |
| BRKX | 67222 | 2005 | TRTY | 6241 |
| BRKX | 67232 | 2005 | TRTY | 6241 |
| BRKX | 67246 | 2005 | TRTY | 6241 |
| BRKX | 67247 | 2005 | TRTY | 6241 |
| BRKX | 67248 | 2005 | TRTY | 6241 |
| BRKX | 67265 | 2005 | TRTY | 6241 |
| BRKX | 67272 | 2005 | TRTY | 6241 |
| BRKX | 67281 | 2005 | TRTY | 6241 |
| BRKX | 67287 | 2005 | TRTY | 6241 |
| BRKX | 68502 | 2006 | ARL | 6224 |
| BRKX | 68513 | 2006 | ARL | 6224 |
| BRKX | 68514 | 2006 | ARL | 6224 |
| BRKX | 68515 | 2006 | ARL | 6224 |
| BRKX | 68517 | 2006 | ARL | 6224 |
| BRKX | 68519 | 2006 | ARL | 6224 |
| BRKX | 68521 | 2006 | ARL | 6224 |
| BRKX | 68522 | 2006 | ARL | 6224 |
| BRKX | 68532 | 2006 | ARL | 6224 |
| BRKX | 68533 | 2006 | ARL | 6224 |

| Reporting Mark | Equipment Number | Build Year | Manufacturer | Capacity |
|-----------------------|-------------------------|-------------------|---------------------|-----------------|
| BRKX | 68536 | 2006 | ARL | 6224 |
| BRKX | 68546 | 2006 | ARL | 6224 |
| BRKX | 68559 | 2006 | ARL | 6224 |
| BRKX | 68562 | 2006 | ARL | 6224 |
| BRKX | 68569 | 2006 | ARL | 6224 |
| BRKX | 68571 | 2006 | ARL | 6224 |
| BRKX | 68572 | 2006 | ARL | 6224 |
| BRKX | 68580 | 2006 | ARL | 6224 |
| BRKX | 68581 | 2006 | ARL | 6224 |
| BRKX | 68590 | 2006 | ARL | 6224 |
| BRKX | 68596 | 2006 | ARL | 6224 |
| BRKX | 68599 | 2006 | ARL | 6224 |
| BRKX | 68607 | 2006 | ARL | 6224 |
| BRKX | 68609 | 2006 | ARL | 6224 |

**Schedule B to
Memorandum of Lease of Railroad
Equipment, Lease Supplement No. 1 and
Lease Supplement No. 2**

**DESCRIPTION OF UNITS
(BRASKEM LEASE 2012-D)**

| Reporting Mark | Equipment Number | Build Year | Manufacturer | Capacity |
|----------------|------------------|------------|--------------|----------|
| BRKX | 66193 | 1998 | ACF | 6224 |
| BRKX | 66195 | 1998 | ACF | 6224 |
| BRKX | 66197 | 1998 | ACF | 6224 |
| BRKX | 66201 | 1998 | ACF | 6224 |
| BRKX | 66202 | 1998 | ACF | 6224 |
| BRKX | 66204 | 1998 | ACF | 6224 |
| BRKX | 66206 | 1998 | ACF | 6224 |
| BRKX | 66208 | 1998 | ACF | 6224 |
| BRKX | 66209 | 1998 | ACF | 6224 |
| BRKX | 66212 | 1998 | ACF | 6224 |
| BRKX | 66213 | 1998 | ACF | 6224 |
| BRKX | 66215 | 1998 | ACF | 6224 |
| BRKX | 66216 | 1998 | ACF | 6224 |
| BRKX | 66217 | 1998 | ACF | 6224 |
| BRKX | 66218 | 1998 | ACF | 6224 |
| BRKX | 66220 | 1998 | ACF | 6224 |
| BRKX | 66221 | 1998 | ACF | 6224 |
| BRKX | 66222 | 1998 | ACF | 6224 |
| BRKX | 66223 | 1998 | ACF | 6224 |
| BRKX | 66225 | 1998 | ACF | 6224 |
| BRKX | 66227 | 1998 | ACF | 6224 |
| BRKX | 66228 | 1998 | ACF | 6224 |
| BRKX | 66230 | 1998 | ACF | 6224 |
| BRKX | 66231 | 1998 | ACF | 6224 |
| BRKX | 66232 | 1998 | ACF | 6224 |
| BRKX | 66233 | 1998 | ACF | 6224 |
| BRKX | 66236 | 1998 | ACF | 6224 |
| BRKX | 66237 | 1998 | ACF | 6224 |
| BRKX | 66242 | 1998 | ACF | 6224 |
| BRKX | 66243 | 1998 | ACF | 6224 |
| BRKX | 66245 | 1998 | ACF | 6224 |
| BRKX | 66247 | 1998 | ACF | 6224 |
| BRKX | 66249 | 1998 | ACF | 6224 |
| BRKX | 66250 | 1998 | ACF | 6224 |
| BRKX | 66256 | 1998 | ACF | 6224 |

| Reporting Mark | Equipment Number | Build Year | Manufacturer | Capacity |
|----------------|------------------|------------|--------------|----------|
| BRKX | 66257 | 1998 | ACF | 6224 |
| BRKX | 66259 | 1998 | ACF | 6224 |
| BRKX | 66260 | 1998 | ACF | 6224 |
| BRKX | 66265 | 1998 | ACF | 6224 |
| BRKX | 66266 | 1998 | ACF | 6224 |
| BRKX | 66267 | 1998 | ACF | 6224 |
| BRKX | 66270 | 1998 | ACF | 6224 |
| BRKX | 66271 | 1998 | ACF | 6224 |
| BRKX | 66273 | 1998 | ACF | 6224 |
| BRKX | 66280 | 1998 | ACF | 6224 |
| BRKX | 66281 | 1998 | ACF | 6224 |
| BRKX | 66282 | 1998 | ACF | 6224 |
| BRKX | 66285 | 1998 | ACF | 6224 |
| BRKX | 66287 | 1998 | ACF | 6224 |
| BRKX | 66289 | 1998 | ACF | 6224 |
| BRKX | 66292 | 1998 | ACF | 6224 |
| BRKX | 66293 | 1998 | ACF | 6224 |
| BRKX | 66294 | 1998 | ACF | 6224 |
| BRKX | 66297 | 1998 | ACF | 6224 |
| BRKX | 66298 | 1998 | ACF | 6224 |
| BRKX | 66299 | 1998 | ACF | 6224 |
| BRKX | 67345 | 2005 | TRTY | 6241 |
| BRKX | 67350 | 2005 | TRTY | 6241 |
| BRKX | 67366 | 2005 | TRTY | 6241 |
| BRKX | 67378 | 2005 | TRTY | 6241 |
| BRKX | 68455 | 2005 | NSC | 6245 |
| BRKX | 68461 | 2005 | NSC | 6245 |
| BRKX | 68462 | 2005 | NSC | 6245 |
| BRKX | 68466 | 2005 | NSC | 6245 |
| BRKX | 68468 | 2005 | NSC | 6245 |
| BRKX | 68477 | 2005 | NSC | 6245 |
| BRKX | 68481 | 2005 | NSC | 6245 |
| BRKX | 68484 | 2005 | NSC | 6245 |
| BRKX | 68487 | 2005 | NSC | 6245 |
| BRKX | 68495 | 2005 | NSC | 6245 |
| BRKX | 68611 | 2006 | ARL | 6224 |
| BRKX | 68612 | 2006 | ARL | 6224 |
| BRKX | 68613 | 2006 | ARL | 6224 |
| BRKX | 68641 | 2006 | ARL | 6224 |
| BRKX | 68644 | 2006 | ARL | 6224 |
| BRKX | 68648 | 2006 | ARL | 6224 |
| BRKX | 68649 | 2006 | ARL | 6224 |
| BRKX | 68650 | 2006 | ARL | 6224 |
| BRKX | 68651 | 2006 | ARL | 6224 |
| BRKX | 68652 | 2006 | ARL | 6224 |
| BRKX | 68653 | 2006 | ARL | 6224 |

| Reporting Mark | Equipment Number | Build Year | Manufacturer | Capacity |
|-----------------------|-------------------------|-------------------|---------------------|-----------------|
| BRKX | 68658 | 2006 | ARL | 6224 |
| BRKX | 68667 | 2006 | ARL | 6224 |
| BRKX | 68683 | 2006 | ARL | 6224 |
| BRKX | 68686 | 2006 | ARL | 6224 |
| BRKX | 68687 | 2006 | ARL | 6224 |
| BRKX | 68689 | 2006 | ARL | 6224 |
| BRKX | 68691 | 2006 | ARL | 6224 |
| BRKX | 68693 | 2006 | ARL | 6224 |
| DOWX | 68699 | 2006 | ARL | 6224 |
| BRKX | 68702 | 2006 | ARL | 6224 |
| BRKX | 68710 | 2006 | ARL | 6224 |
| BRKX | 68711 | 2006 | ARL | 6224 |
| BRKX | 68715 | 2006 | ARL | 6224 |

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/31/12

Edward M Luria
Edward M. Luria