

RECORDATION NO 23530-C FILED
July 24, 2013 05:55 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 24, 2013

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 Termination, dated as of July 24, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23530.

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

Lessee:	NOVA Chemicals, Inc. 1555 Coraopolis Heights Road Moon Township, PA 15108
Owner Trustee:	U.S. Bank National Association (as successor in interest to State Street Bank and Trust Company of Connecticut, National Association) 225 Asylum Street Hartford, CT 06103

Section Chief
July 24, 2013
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A description of the railroad equipment covered by the enclosed document is:

186 covered hopper railcars TERMINATED within the series NCIX 006753 – NCIX 007060, as more particularly set forth on the attachment to the document.

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

Memorandum of Lease Termination.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE TERMINATION (NOVA III), dated as of July 24, 2013, by and between NOVA CHEMICALS INC. ("*Lessee*") and U.S. BANK NATIONAL ASSOCIATION (as successor in interest to State Street Bank and Trust Company of Connecticut, National Association), not in its individual capacity, but solely as trustee ("*Owner Trustee*") under the Trust Agreement dated as of June 22, 2001, between FNBC Leasing Corporation and U.S. Bank National Association (as successor in interest to State Street Bank and Trust Company of Connecticut, National Association) (the "*Trust Agreement*"), and together with Lessee, the "*Parties*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Lease (as defined below).

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain Equipment Lease Agreement, dated as of June 22, 2001, as supplemented by that certain Lease Supplement, dated as of June 22, 2001 (as supplemented thereby and as further supplemented from time to time, the "*Lease*"), a Memoranda of which was recorded with the Surface Transportation Board ("*STB*") on June 28, 2001 under Recordation Number 23530 (as amended by Amendment to Memorandum of Railcar Equipment Lease dated as of June 28, 2001 and filed with the STB on June 28, 2001 under Recordation Number 23530-A), respectively, covering the Leased Equipment (as defined in the Lease) described therein;

WHEREAS, effective as of the date hereof, the Lease is terminated with respect to the railroad equipment described in Schedule A hereto (the "*Terminated Units*"); and

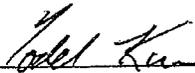
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease termination with respect to the Terminated Units, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease Termination with the STB pursuant to 49 USC Section 11301(a) and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

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 hereto have caused this Memorandum to be duly executed by their respective officers thereunto duly authorized as of the day and year first above written.

NOVA CHEMICALS INC., as Lessee

By: 

Name:

TODD D. KARRAN

Title:

SENIOR VICE PRESIDENT & CFO

(NOVA III)
(Memorandum of Lease Termination)

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF Allegheny)

On this 22 day of July, 2013, before me personally appeared Todd Harrau, to me personally known, who, by me being duly sworn, says that he/she is SVP and CFO of NOVA CHEMICALS INC., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

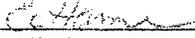
Karen Sue Lockhart
Notary Public

My commission expires

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Karen Sue Lockhart, Notary Public
Moon Twp., Allegheny County
My Commission Expires Feb. 1, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

(Memorandum of Lease Termination)

U.S. BANK NATIONAL ASSOCIATION, not
in its individual capacity, but solely as Owner
Trustee

By: 
Name: Elizabeth C. Hammer
Title: Vice President

(NOVA III)
(Memorandum of Lease Termination)

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this 21st day of June, 2013, before me personally appeared Elizabeth C. Hammer, to me personally known, who, by me being duly sworn, says that she is Vice President of U.S. BANK NATIONAL ASSOCIATION that the foregoing instrument was signed on behalf of said national banking association, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Susan P. McNally
Notary Public

My commission expires

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

**SCHEDULE A to
Memorandum of Lease Termination
(NOVA III)**

DESCRIPTION OF TERMINATED UNITS

Size and Type of Equipment	Reporting Marks
6,400 Cubic Foot Covered Hopper Cars	NCIX00 Series: 6753, 6825, 6832, 6837, 6859, 6861, 6864, 6865, 6866, 6867, 6872, 6873, 6875, 6877, 6878, 6881, 7060 and NCIX006883 to NCIX007056, inclusive, but excluding NCIX series: 6887, 6981, 7039, 7040, 7043

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: 7/24/2013

Edward M Luria
Edward M. Luria