

RECORDATION NO. 29775 FILED

MAY 16 '11 -9 15 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 16, 2011

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, dated as of April 28, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018
Lessee:	Nova Chemicals Inc. 1550 Coraopolis Heights Road Moon Township, PA 15108

Section Chief
May 16, 2011
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A description of the railroad equipment covered by the enclosed document
is:

Railroad equipment to be identified in supplemental filings.

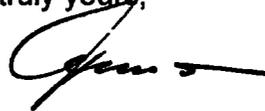
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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 "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY - 6 '11 - 9 15 AM

**MEMORANDUM OF LEASE
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of April 28, 2011, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor") and NOVA CHEMICALS INC., a Delaware corporation (the "Lessee")

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain rail equipment identified on Schedule 1 attached hereto, under Lease Schedule No 805 dated as of April 28, 2011 to that certain Master Rail Lease Agreement No 7704182 dated as of November 30, 1995, between Lessor and Lessee (as the same may be amended, modified, supplemented and or replaced from time to time).

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION,
AS LESSOR

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales & Marketing

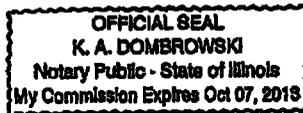
STATE OF ILLINOIS
COUNTY OF COOK } ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of COOK this ___ day of April, 2011 by Richard F. Seymour, as VICE PRESIDENT of FIRST UNION RAIL CORPORATION.

J. A. Dombrowski
Notary Public

My commission expires: 10-7-2013

[Notarial Seal]



SCHEDULE 1

EQUIPMENT

Railroad equipment to be identified in supplemental filings

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 5/16/11



Robert W. Alvord