

RECORDATION NO. 26428-N FILED

SEP 21 11 -4 00 PM

SURFACE TRANSPORTATION BOARD

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

September 21, 2011

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

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum Sublease (TDCC 2006-A), dated as of September 12, 2011, 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 Numbers 26428, 26428-G and 26428-M

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

|           |   |
|-----------|---|
| Sublessor | The Dow Chemical Company<br>2030 Dow Center<br>Midland, Michigan 48674          |
| Sublessee | Americas Styrenics LLC<br>24 Waterway Ave , Ste 1200<br>The Woodlands, TX 77380 |

Ms Cynthia T Brown  
September 21 2011  
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A description of the railroad equipment covered by the enclosed document  
is

74 railcars within the series DOWX 73029 – DOWX 73475 as more  
particularly set forth in the equipment schedule attached to the document.

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

Memorandum Sublease (TDCC 2006-A).

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 'E. Luria', with a stylized flourish at the end.

✓ Edward M. Luria

EML/sem  
Enclosures

RECORDATION NO. 26428-N FILED

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MEMORANDUM OF SUBLEASE  
(TDCC 2006 - A)  
(USA)

SURFACE TRANSPORTATION BOARD

Memorandum of Sublease, dated as of September 12, 2011, by and between The Dow Chemical Company, a Delaware corporation, as Sublessor ("**Sublessor**"), and Americas Styrenics LLC, a Delaware limited liability company, as Sublessee ("**Sublessee**").

WITNESSETH:

1. The undersigned have entered into that certain Sublease Agreement (TDCC 2006 - A), dated as of July 1, 2010 (as amended, amended and restated, supplemented or modified from time to time, the "**Sublease**"), pursuant to which railroad equipment from time to time identified in Sublease Supplements thereto shall be subleased by Sublessor to Sublessee as of the date first set forth hereinabove and subject to the term defined in said Sublease.

2. The undersigned have entered into (a) that certain Sublease Supplement No. 1 (TDCC 2006 - A) (the "**Sublease Supplement No. 1**"), dated July 1, 2010, and (b) that certain Sublease Supplement No. 2 (TDCC 2006 - A) (the "**Sublease Supplement No. 2**"), dated July 1, 2010, whereby the terms and provisions of the above-described Sublease are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and made a part hereof (the "**Units**").

3. This Memorandum of said Sublease, Sublease Supplement No. 1 and Sublease Supplement No. 2 is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

4. The parties hereto are the same parties to said Sublease, Sublease Supplement No. 1 and Sublease Supplement No. 2, and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of Sublessor therein.

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

[*Signature Pages Follow.*]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE DOW CHEMICAL COMPANY

By: Dwayne Smartt  
Name. Dwayne Smartt  
Title. Rail Supply Manager

Executed on this 12<sup>th</sup> September day of June, 2011.

STATE OF Michigan )  
COUNTY OF Midland )

On this 12<sup>th</sup> day of June, 2011, before me personally appeared in the City of Midland, State of MI, Dwayne Smartt, to me personally known, who being by me duly sworn, says that s/he is the Rail Supply Manager of The Dow Chemical Company, that the foregoing instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michele R. Osmun  
Notary Public

[NOTARIAL SEAL]  
My commission expires 7/3/2018

**MICHELE R. OSMUN**  
NOTARY PUBLIC, MIDLAND COUNTY, MI  
ACTING IN MIDLAND COUNTY, MI  
MY COMMISSION EXPIRES: JULY 03, 2018

AMERICAS STYRENICS LLC



By: Randall Pogun  
Name: Randall Pogun  
Title: Vice-President

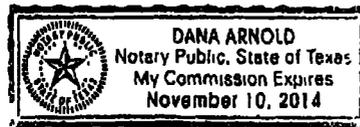
Executed on this 30<sup>th</sup> day of June, 2011

STATE OF Texas )  
COUNTY OF Harris )

On this 30<sup>th</sup> day of June, 2011, before me personally appeared in the City of The Woodlands State of Texas Randall Pogun, to me personally known, who being, by me duly sworn, says that s/he is the Vice-President of Americas Styrenics that the foregoing instrument was signed and sealed on behalf of said company, by authority of its Members and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Dana Arnold  
Notary Public

[NOTARIAL SEAL]  
My commission expires: 11/10/2014



**EXHIBIT A**

**Sublease 2006-A  
Type 5 Equipment**

**SCHEDULE OF UNITS DELIVERED**

| Unit # | Serial Number | Description             |
|--------|---------------|-------------------------|
|        |               | CAR GROUP STENCIL CLASS |
| 1      | DOWX073432    | NPCS30L-S- 111S100W1    |
| 2      | DOWX073433    | NPCS30L-S- 111S100W1    |
| 3      | DOWX073435    | NPCS30L-S- 111S100W1    |
| 4      | DOWX073436    | NPCS30L-S- 111S100W1    |
| 5      | DOWX073437    | NPCS30L-S- 111S100W1    |
| 6      | DOWX073443    | NPCS30L-S- 111S100W1    |
| 7      | DOWX073445    | NPCS30L-S- 111S100W1    |
| 8      | DOWX073446    | NPCS30L-S- 111S100W1    |
| 9      | DOWX073448    | NPCS30L-S- 111S100W1    |
| 10     | DOWX073451    | NPCS30L-S- 111S100W1    |
| 11     | DOWX073452    | NPCS30L-S- 111S100W1    |
| 12     | DOWX073456    | NPCS30L-S- 111S100W1    |
| 13     | DOWX073458    | NPCS30L-S- 111S100W1    |
| 14     | DOWX073460    | NPCS30L-S- 111S100W1    |
| 15     | DOWX073461    | NPCS30L-S- 111S100W1    |
| 16     | DOWX073462    | NPCS30L-S- 111S100W1    |
| 17     | DOWX073463    | NPCS30L-S- 111S100W1    |
| 18     | DOWX073465    | NPCS30L-S- 111S100W1    |
| 19     | DOWX073468    | NPCS30L-S- 111S100W1    |
| 20     | DOWX073471    | NPCS30L-S- 111S100W1    |
| 21     | DOWX073472    | NPCS30L-S- 111S100W1    |
| 22     | DOWX073475    | NPCS30L-S- 111S100W1    |
| 23     | DOWX073029    | NPCS29-S- 111S100W1     |
| 24     | DOWX073032    | NPCS29L-S- 111S100W1    |
| 25     | DOWX073033    | NPCS29L-S- 111S100W1    |
| 26     | DOWX073034    | NPCS29-S- 111S100W1     |
| 27     | DOWX073036    | NPCS29L-S- 111S100W1    |
| 28     | DOWX073037    | NPCS29-S- 111S100W1     |
| 29     | DOWX073038    | NPCS29-S- 111S100W1     |
| 30     | DOWX073039    | NPCS29-S- 111S100W1     |
| 31     | DOWX073041    | NPCS29L-S- 111S100W1    |
| 32     | DOWX073044    | NPCS29L-S- 111S100W1    |
| 33     | DOWX073050    | NPCS29L-S- 111S100W1    |
| 34     | DOWX073051    | NPCS29L-S- 111S100W1    |
| 35     | DOWX073053    | NPCS29L-S- 111S100W1    |
| 36     | DOWX073055    | NPCS29L-S- 111S100W1    |
| 37     | DOWX073058    | NPCS29L-S- 111S100W1    |
| 38     | DOWX073059    | NPCS29-S- 111S100W1     |
| 39     | DOWX073061    | NPCS29L-S- 111S100W1    |
| 40     | DOWX073063    | NPCS29-S- 111S100W1     |
| 41     | DOWX073066    | NPCS29-S- 111S100W1     |
| 42     | DOWX073068    | NPCS29L-S- 111S100W1    |
| 43     | DOWX073072    | NPCS29L-S- 111S100W1    |
| 44     | DOWX073073    | NPCS29L-S- 111S100W1    |
| 45     | DOWX073081    | NPCS29L-S- 111S100W1    |
| 46     | DOWX073087    | NPCS29L-S- 111S100W1    |
| 47     | DOWX073092    | NPCS29L-S- 111S100W1    |
| 48     | DOWX073093    | NPCS29-S- 111S100W1     |
| 49     | DOWX073096    | NPCS29L-S- 111S100W1    |
| 50     | DOWX073097    | NPCS29L-S- 111S100W1    |
| 51     | DOWX073098    | NPCS29L-S- 111S100W1    |
| 52     | DOWX073104    | NPCS29L-S- 111S100W1    |
| 53     | DOWX073109    | NPCS29-S- 111S100W1     |
| 54     | DOWX073110    | NPCS29-S- 111S100W1     |
| 55     | DOWX073114    | NPCS29-S- 111S100W1     |

|    |            |            |           |
|----|------------|------------|-----------|
| 56 | DOWX073116 | NPCS29—S-  | 111S100W1 |
| 57 | DOWX073117 | NPCS29—S-  | 111S100W1 |
| 58 | DOWX073118 | NPCS29—S-  | 111S100W1 |
| 59 | DOWX073119 | NPCS29—S-  | 111S100W1 |
| 60 | DOWX073122 | NPCS29—S-  | 111S100W1 |
| 61 | DOWX073126 | NPCS29—S-  | 111S100W1 |
| 62 | DOWX073128 | NPCS29—S-  | 111S100W1 |
| 63 | DOWX073129 | NPCS29—S-  | 111S100W1 |
| 64 | DOWX073133 | NPCS29—S-  | 111S100W1 |
| 65 | DOWX073134 | NPCS29—S-  | 111S100W1 |
| 66 | DOWX073137 | NPCS29—S-  | 111S100W1 |
| 67 | DOWX073138 | NPCS29—S-  | 111S100W1 |
| 68 | DOWX073142 | NPCS29—S-  | 111S100W1 |
| 69 | DOWX073144 | NPCS29—S-  | 111S100W1 |
| 70 | DOWX073148 | NPCS29L—S- | 111S100W1 |
| 71 | DOWX073149 | NPCS29L—S- | 111S100W1 |
| 72 | DOWX073150 | NPCS29L—S- | 111S100W1 |
| 73 | DOWX073151 | NPCS29—S-  | 111S100W1 |
| 74 | DOWX073153 | NPCS29—S-  | 111S100W1 |

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 9-21-11

Edward M Luria  
Edward M Luria