

RECORDATION NO 30265 FILED  
June 27, 2012 01:30 PM  
SURFACE TRANSPORTATION BOARD  
LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

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June 27, 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 Lease Agreement, a primary document, dated as of June 27, 2012. We request that this document be given the next available recordation number.

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

Lessor:

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

Lessee:

NOVA Chemicals Inc.  
1550 Coraopolis Heights Road  
Moon Township, PA 15108

A description of the equipment covered by the Memorandum of Lease Agreement consists of 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).

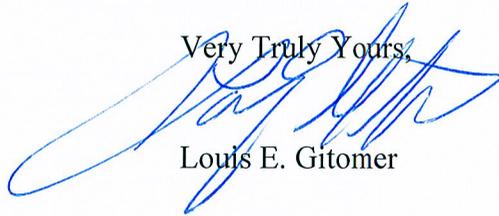
Ms. Cynthia T. Brown  
June 27, 2012  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

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 Lease Agreement between PNC Equipment Finance, LLC, One PNC Plaza, 10<sup>th</sup> Floor, 249 Fifth Avenue, Pittsburgh, PA 15222, and NOVA Chemicals Inc., 1550 Coraopolis Heights Road, Moon Township, PA 15108, covering 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).

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of June 27, 2012

between

NOVA CHEMICALS INC.,  
as Lessee,

and

PNC EQUIPMENT FINANCE, LLC,  
as Lessor

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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 27, 2012, by and between PNC EQUIPMENT FINANCE, LLC ("Lessor") and NOVA CHEMICALS INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of June 27, 2012, and Schedules Nos. 1 through 5 thereto and incorporating the terms thereof, dated as of June 27, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

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

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

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

PNC EQUIPMENT FINANCE, LLC

By: [Signature]  
Name: Joseph F. Kurela  
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.  
COUNTY OF Allegheny )

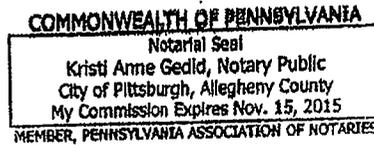
On this \_\_\_ day of June, 2012, before me appeared Joseph F. Kurela the person who signed this instrument, who acknowledged that (s)he is the Vice President of PNC EQUIPMENT FINANCE, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

[Signature]  
Notary Public

My commission expires:

November 25, 2012





**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

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)