

RECORDATION NO 30265-C FILED
July 24, 2012 02:23 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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MELANIE B. YASBIN
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July 19, 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 Assignment and Assumption Agreement, a secondary document, dated as of July 18, 2012. The primary document to which this is connected is recorded under Recordation Number 30265. We request that this document be recorded under Recordation Number 30265-C.

The names and addresses of the parties to the Assignment and Assumption Agreement are:

Assignor:

PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
Pittsburgh, PA 1522

Assignee:

BMO Harris Equipment Finance Company
250 E. Wisconsin Ave #1400
Milwaukee, MI 53202

A description of the equipment covered by the Security Agreement consists of two hundred sixteen (216) Covered Hopper Railcars numbered NCIX000649-NCIX000650, NCIX000833-NCIX000911, NCIX001665-NCIX001761, NCIX001892-NCIX001908, and NCIX002088-NCIX002111 inclusive (excluding, NCIX001726, 1731, and 2103).

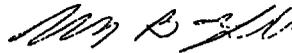
Ms. Cynthia T. Brown
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A fee of \$41 00 is enclosed. Please return one copy by email to.

Melanie B Yasbin
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Melanie@lgraillaw.com

A short summary of the document to appear in the index follows: a Security Agreement between PNC Equipment Finance, LLC, One PNC Plaza, 10th Floor, Pittsburgh, PA 1522, and BMO Harris Equipment Finance Company, 250 E. Wisconsin Ave #1400, Milwaukee, MI 53202, covering two hundred Sixteen (216) Covered Hopper Railcars numbered NCIX000649-NCIX000650, NCIX000833-NCIX000911, NCIX001665-NCIX001761, NCIX001892-NCIX001908, and NCIX002088-NCIX002111 inclusive (excluding, NCIX001726, 1731, and 2103).

Very Truly Yours,



Melanie B. Yasbin

Enclosure

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This **MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**, dated as of July __, 2012 (this "Agreement"), is between PNC EQUIPMENT FINANCE, LLC ("PNCEF"), as assignor, and BMO HARRIS EQUIPMENT FINANCE COMPANY ("Assignee"), as assignee.

1. PNCEF, as lessor, entered into a Rail Equipment Lease Agreement dated as of June 27, 2012 and Schedules Nos. 165068000, 165069000, 165067000, 165070000 and 165071000 thereto (the "Lease"), with NOVA Chemicals Inc. ("NOVA"), as lessee. As evidence of the Lease, a Memorandum of Lease Agreement dated as of June 27, 2012 between PNCEF and NOVA was recorded at the Surface Transportation Board on June 27, 2012, under Recordation No. 30265 for 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) (the "Equipment"), and with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on June 27, 2012, as Document Key 21931.

2. In consideration of the premises and the agreements herein contained and other good and valuable consideration, the receipt of which is hereby acknowledged, PNCEF does hereby sell, transfer and assign to Assignee, all of PNCEF's rights, title and interest in and to the Equipment described on Exhibit No. 1 attached hereto (the "Assigned Equipment"), subject to the terms and conditions of the Master Assignment Agreement and Specification executed pursuant thereto between PNCEF and Assignee, and Assignee is accepting all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance on July __, 2012, and PNCEF shall have no interest or authority of any nature regarding the Assigned Equipment.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by its duly authorized officer as of the date first written above.

PNC EQUIPMENT FINANCE, LLC

By: *Sue Lubben*
Name: Sue Lubben
Title: Vice President

STATE OF ILLINOIS)

) ss.

COUNTY OF DUPAGE)

On this 18th day of July 2012, before me, Trish DiBennardi, the undersigned Notary Public, personally appeared Sue Lubben personally known to me to be the person who executed the within instrument as Vice President on behalf of PNC Equipment Finance, I.L.C, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Trish DiBennardi
Name: Trish DiBennardi
Notary Public

My Commission Expires: May 10, 2014
Residing in: Illinois

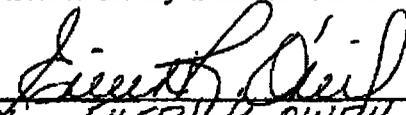
**BMO HARRIS EQUIPMENT FINANCE
COMPANY**

By: 
Name: Julie Griffin
Title: Vice President

STATE OF WISCONSIN)
) ss.:
COUNTY OF MILWAUKEE)

On this 17th day of July, 2012, before me, EILEEN R. O'NEIL, the undersigned Notary Public, personally appeared JULIE GRIFFIN personally known to me to be the person who executed the within instrument as VICE PRESIDENT on behalf of BMO Harris Equipment Finance Company, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: EILEEN R. O'NEIL
Notary Public

My Commission Expires: 7/3/2016
Residing in: MILWAUKEE, WISCONSIN