

RECORDATION NO. 30590 FILED
December 31, 2012 8:00 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

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

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

December 31, 2012

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 of Railroad Equipment and Lease Supplement No. 1 (Braskem Lease 2012-C), dated as of December 31, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Braskem America, Inc.
1735 Market Street, 28th Floor
Philadelphia, PA 19103

A description of the railroad equipment covered by the enclosed document is:

283 railcars: BRKX 72646, BRKX 73305 and within the series BRKX 66900 – BRKX 67377 and BRKX 68003 – BRKX 68192 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease of Railroad Equipment and Lease Supplement No. 1 (Braskem Lease 2012-C).

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT and LEASE SUPPLEMENT NO. 1 (Braskem Lease 2012-C) dated December 31, 2012, between FIRST UNION RAIL CORPORATION, (the "Lessor"), and BRASKEM AMERICA, INC., a Delaware corporation (the "Lessee"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

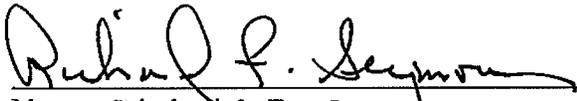
WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Braskem Lease 2012-C) dated as of December 28, 2012 (the "Lease") and that certain Lease Supplement No. 1 (Braskem Lease 2012-C) dated December 31, 2012 ("Supplement No. 1 ") (the terms of each of which are incorporated herein by reference), covering the railcars identified in Schedule A attached hereto, bearing the equipment numbers of the Lessee shown in said Schedule A including all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Lease);

WHEREAS, 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 wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST UNION RAIL CORPORATION, as Lessor

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

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

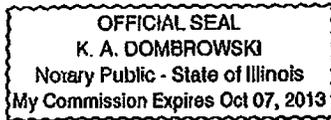
On this 27th day of December, 2012 before me personally appeared Richard F. Seymour as me personally known, who, being by me duly sworn, says that he/she is the Vice President of FIRST UNION RAIL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



K.A. Dombrowski

Notary Public

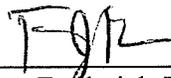
My Commission Expires: 10/7/2013



IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BRASKEM AMERICA, INC., as Lessee

By: 
Name: William P. Diebold
Title: Finance Director

By: 
Name: Frederick J. Fisher
Title: Legal Counsel

Schedule A to
Memorandum of Lease of Railroad
 Equipment and Lease Supplement No. 1

DESCRIPTION OF UNITS
(BRASKEM LEASE 2012-C)

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	066900	2005	TRTY	6241
BRKX	066901	2005	TRTY	6241
BRKX	066902	2005	TRTY	6241
BRKX	066906	2005	TRTY	6241
BRKX	066909	2005	TRTY	6241
BRKX	066911	2005	TRTY	6241
BRKX	066920	2005	TRTY	6241
BRKX	066921	2005	TRTY	6241
BRKX	066922	2005	TRTY	6241
BRKX	066924	2005	TRTY	6241
BRKX	066925	2005	TRTY	6241
BRKX	066927	2005	TRTY	6241
BRKX	066928	2005	TRTY	6241
BRKX	066929	2005	TRTY	6241
BRKX	066930	2005	TRTY	6241
BRKX	066932	2005	TRTY	6241
BRKX	066933	2005	TRTY	6241
BRKX	066937	2005	TRTY	6241
BRKX	066938	2005	TRTY	6241
BRKX	066939	2005	TRTY	6241
BRKX	066941	2005	TRTY	6241

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	066942	2005	TRTY	6241
BRKX	066943	2005	TRTY	6241
BRKX	066949	2005	TRTY	6241
BRKX	066951	2005	TRTY	6241
BRKX	066952	2005	TRTY	6241
BRKX	066953	2005	TRTY	6241
BRKX	066957	2005	TRTY	6241
BRKX	066958	2005	TRTY	6241
BRKX	066959	2005	TRTY	6241
BRKX	066962	2005	TRTY	6241
BRKX	066963	2005	TRTY	6241
BRKX	066964	2005	TRTY	6241
BRKX	066966	2005	TRTY	6241
BRKX	066970	2005	TRTY	6241
BRKX	066971	2005	TRTY	6241
BRKX	066974	2005	TRTY	6241
BRKX	066975	2005	TRTY	6241
BRKX	066977	2005	TRTY	6241
BRKX	066978	2005	TRTY	6241
BRKX	066979	2005	TRTY	6241
BRKX	066981	2005	TRTY	6241
BRKX	066983	2005	TRTY	6241
BRKX	066985	2005	TRTY	6241
BRKX	066991	2005	TRTY	6241
BRKX	066992	2005	TRTY	6241
BRKX	066993	2005	TRTY	6241

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	066994	2005	TRTY	6241
BRKX	066995	2005	TRTY	6241
BRKX	066996	2005	TRTY	6241
BRKX	066997	2005	TRTY	6241
BRKX	066999	2005	TRTY	6241
BRKX	067001	2005	TRTY	6241
BRKX	067004	2005	TRTY	6241
BRKX	067005	2005	TRTY	6241
BRKX	067006	2005	TRTY	6241
BRKX	067007	2005	TRTY	6241
BRKX	067008	2005	TRTY	6241
BRKX	067010	2005	TRTY	6241
BRKX	067012	2005	TRTY	6241
BRKX	067013	2005	TRTY	6241
BRKX	067014	2005	TRTY	6241
BRKX	067016	2005	TRTY	6241
BRKX	067017	2005	TRTY	6241
BRKX	067024	2005	TRTY	6241
BRKX	067027	2005	TRTY	6241
BRKX	067028	2005	TRTY	6241
BRKX	067032	2005	TRTY	6241
BRKX	067033	2005	TRTY	6241
BRKX	067037	2005	TRTY	6241
BRKX	067039	2005	TRTY	6241
BRKX	067041	2005	TRTY	6241
BRKX	067042	2005	TRTY	6241

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	067044	2005	TRTY	6241
BRKX	067045	2005	TRTY	6241
BRKX	067048	2005	TRTY	6241
BRKX	067052	2005	TRTY	6241
BRKX	067054	2005	TRTY	6241
BRKX	067055	2005	TRTY	6241
BRKX	067057	2005	TRTY	6241
BRKX	067058	2005	TRTY	6241
BRKX	067066	2005	TRTY	6241
BRKX	067067	2005	TRTY	6241
BRKX	067069	2005	TRTY	6241
BRKX	067077	2005	TRTY	6241
BRKX	067078	2005	TRTY	6241
BRKX	067079	2005	TRTY	6241
BRKX	067081	2005	TRTY	6241
BRKX	067085	2005	TRTY	6241
BRKX	067092	2005	TRTY	6241
BRKX	067093	2005	TRTY	6241
BRKX	067096	2005	TRTY	6241
BRKX	067097	2005	TRTY	6241
BRKX	067101	2005	TRTY	6241
BRKX	067103	2005	TRTY	6241
BRKX	067105	2005	TRTY	6241
BRKX	067109	2005	TRTY	6241
BRKX	067110	2005	TRTY	6241
BRKX	067111	2005	TRTY	6241

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	067113	2005	TRTY	6241
BRKX	067115	2005	TRTY	6241
BRKX	067116	2005	TRTY	6241
BRKX	067117	2005	TRTY	6241
BRKX	067119	2005	TRTY	6241
BRKX	067120	2005	TRTY	6241
BRKX	067121	2005	TRTY	6241
BRKX	067126	2005	TRTY	6241
BRKX	067128	2005	TRTY	6241
BRKX	067134	2005	TRTY	6241
BRKX	067136	2005	TRTY	6241
BRKX	067138	2005	TRTY	6241
BRKX	067141	2005	TRTY	6241
BRKX	067142	2005	TRTY	6241
BRKX	067144	2005	TRTY	6241
BRKX	067145	2005	TRTY	6241
BRKX	067147	2005	TRTY	6241
BRKX	067148	2005	TRTY	6241
BRKX	067151	2005	TRTY	6241
BRKX	067152	2005	TRTY	6241
BRKX	067157	2005	TRTY	6241
BRKX	067158	2005	TRTY	6241
BRKX	067161	2005	TRTY	6241
BRKX	067163	2005	TRTY	6241
BRKX	067165	2005	TRTY	6241
BRKX	067167	2005	TRTY	6241

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	067168	2005	TRTY	6241
BRKX	067170	2005	TRTY	6241
BRKX	067171	2005	TRTY	6241
BRKX	067173	2005	TRTY	6241
BRKX	067175	2005	TRTY	6241
BRKX	067177	2005	TRTY	6241
BRKX	067178	2005	TRTY	6241
BRKX	067180	2005	TRTY	6241
BRKX	067181	2005	TRTY	6241
BRKX	067182	2005	TRTY	6241
BRKX	067186	2005	TRTY	6241
BRKX	067194	2005	TRTY	6241
BRKX	067197	2005	TRTY	6241
BRKX	067203	2005	TRTY	6241
BRKX	067207	2005	TRTY	6241
BRKX	067219	2005	TRTY	6241
BRKX	067220	2005	TRTY	6241
BRKX	067221	2005	TRTY	6241
BRKX	067223	2005	TRTY	6241
BRKX	067227	2005	TRTY	6241
BRKX	067228	2005	TRTY	6241
BRKX	067230	2005	TRTY	6241
BRKX	067234	2005	TRTY	6241
BRKX	067235	2005	TRTY	6241
BRKX	067236	2005	TRTY	6241
BRKX	067237	2005	TRTY	6241

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	067242	2005	TRTY	6241
BRKX	067243	2005	TRTY	6241
BRKX	067244	2005	TRTY	6241
BRKX	067249	2005	TRTY	6241
BRKX	067250	2005	TRTY	6241
BRKX	067251	2005	TRTY	6241
BRKX	067253	2005	TRTY	6241
BRKX	067256	2005	TRTY	6241
BRKX	067260	2005	TRTY	6241
BRKX	067261	2005	TRTY	6241
BRKX	067266	2005	TRTY	6241
BRKX	067268	2005	TRTY	6241
BRKX	067270	2005	TRTY	6241
BRKX	067273	2005	TRTY	6241
BRKX	067275	2005	TRTY	6241
BRKX	067276	2005	TRTY	6241
BRKX	067277	2005	TRTY	6241
BRKX	067278	2005	TRTY	6241
BRKX	067282	2005	TRTY	6241
BRKX	067291	2005	TRTY	6241
BRKX	067301	2005	TRTY	6241
BRKX	067305	2005	TRTY	6241
BRKX	067310	2005	TRTY	6241
BRKX	067319	2005	TRTY	6241
BRKX	067340	2005	TRTY	6241
BRKX	067360	2005	TRTY	6241

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	067368	2005	TRTY	6241
BRKX	067370	2005	TRTY	6241
BRKX	067377	2005	TRTY	6241
BRKX	068003	2000	TRTY	6221
BRKX	068006	2000	TRTY	6221
BRKX	068008	2000	TRTY	6221
BRKX	068010	2000	TRTY	6221
BRKX	068011	2000	TRTY	6221
BRKX	068012	2000	TRTY	6221
BRKX	068013	2000	TRTY	6221
BRKX	068015	2000	TRTY	6221
BRKX	068017	2000	TRTY	6221
BRKX	068019	2000	TRTY	6221
BRKX	068024	2000	TRTY	6221
BRKX	068025	2000	TRTY	6221
BRKX	068026	2000	TRTY	6221
BRKX	068027	2000	TRTY	6221
BRKX	068030	2000	TRTY	6221
BRKX	068035	2000	TRTY	6221
BRKX	068037	2000	TRTY	6221
BRKX	068039	2000	TRTY	6221
BRKX	068041	2000	TRTY	6221
BRKX	068042	2000	TRTY	6221
BRKX	068043	2000	TRTY	6221
BRKX	068044	2000	TRTY	6221
BRKX	068048	2000	TRTY	6221

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	068049	2000	TRTY	6221
BRKX	068050	2000	TRTY	6221
BRKX	068052	2000	TRTY	6221
BRKX	068054	2000	TRTY	6221
BRKX	068056	2000	TRTY	6221
BRKX	068057	2000	TRTY	6221
BRKX	068059	2000	TRTY	6221
BRKX	068061	2000	TRTY	6221
BRKX	068063	2000	TRTY	6221
BRKX	068065	2000	TRTY	6221
BRKX	068066	2000	TRTY	6221
BRKX	068067	2000	TRTY	6221
BRKX	068068	2000	TRTY	6221
BRKX	068071	2000	TRTY	6221
BRKX	068072	2000	TRTY	6221
BRKX	068073	2000	TRTY	6221
BRKX	068074	2000	TRTY	6221
BRKX	068076	2000	TRTY	6221
DOWX	068077	2000	TRTY	6221
BRKX	068081	2000	TRTY	6221
BRKX	068082	2000	TRTY	6221
BRKX	068084	2000	TRTY	6221
BRKX	068085	2000	TRTY	6221
BRKX	068086	2000	TRTY	6221
BRKX	068087	2000	TRTY	6221
BRKX	068088	2000	TRTY	6221

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	068089	2000	TRTY	6221
BRKX	068091	2000	TRTY	6221
BRKX	068094	2000	TRTY	6221
BRKX	068095	2000	TRTY	6221
BRKX	068099	2000	TRTY	6221
BRKX	068103	2000	TRTY	6221
BRKX	068104	2000	TRTY	6221
BRKX	068105	2000	TRTY	6221
BRKX	068106	2000	TRTY	6221
BRKX	068107	2000	TRTY	6221
BRKX	068109	2000	TRTY	6221
BRKX	068110	2000	TRTY	6221
BRKX	068111	2000	TRTY	6221
BRKX	068113	2000	TRTY	6221
BRKX	068114	2000	TRTY	6221
BRKX	068115	2000	TRTY	6221
BRKX	068117	2000	TRTY	6221
BRKX	068118	2000	TRTY	6221
BRKX	068120	2000	TRTY	6221
BRKX	068121	2000	TRTY	6221
BRKX	068123	2000	TRTY	6221
BRKX	068127	2000	TRTY	6221
BRKX	068130	2000	TRTY	6221
BRKX	068132	2000	TRTY	6221
BRKX	068134	2000	TRTY	6221
BRKX	068138	2000	TRTY	6221

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	068141	2000	TRTY	6221
BRKX	068142	2000	TRTY	6221
BRKX	068144	2000	TRTY	6221
BRKX	068145	2000	TRTY	6221
BRKX	068149	2000	TRTY	6221
BRKX	068151	2000	TRTY	6221
BRKX	068156	2000	TRTY	6221
BRKX	068157	2000	TRTY	6221
BRKX	068160	2000	TRTY	6221
BRKX	068163	2000	TRTY	6221
BRKX	068164	2000	TRTY	6221
BRKX	068165	2000	TRTY	6221
BRKX	068167	2000	TRTY	6221
BRKX	068169	2000	TRTY	6221
BRKX	068172	2000	TRTY	6221
BRKX	068174	2000	TRTY	6221
BRKX	068175	2000	TRTY	6221
BRKX	068176	2000	TRTY	6221
BRKX	068177	2000	TRTY	6221
BRKX	068181	2000	TRTY	6221
BRKX	068182	2000	TRTY	6221
BRKX	068183	2000	TRTY	6221
BRKX	068185	2000	TRTY	6221
BRKX	068188	2000	TRTY	6221
BRKX	068191	2000	TRTY	6221
BRKX	068192	2000	TRTY	6221

Reporting Marks	Equipment Number	Build Year	Manufacturer	Capacity
BRKX	072646	2000	TRTY	6221
BRKX	073305	2000	TRTY	6221

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: 12/31/12

Edward M Luria
Edward M. Luria