



CORPORATION SERVICE COMPANY

RECORDATION NO. 26720 FILED

DEC 21 '06

11-08 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield Il 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea

Date: December 19, 2006

Order#: 673081/005

Re: DBUX300570-DBUX300866 INNOVENE USA LLC FKA O&D USA L

Please process the enclosed documents for the service indicated below.

XX Primary STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 12/29/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY IS NEEDED, PLEASE CONTACT US IMMEDIATELY.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:
The CIT Group/Equipment Financing, Inc
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Lessee:



CORPORATION SERVICE COMPANY

Innovene USA LLC fka O&D USA LLC
150 W Warrenville Road
Naperville, IL 60540

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

DEC 21 '06

11-08 AM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of June, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and INNOVENE USA LLC f/k/a O&D USA LLC, a Delaware limited liability company, with an address at 150 W. WARRENVILLE RD (the "Lessee" and, together with the Lessor, the "Parties"). NAPERVILLE, IL 60540

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and BP Amoco Chemical Company (previously known as Amoco Chemicals Company) ("BP") entered into that certain Master Railcar Lease dated February 22, 1999 Schedule No.01 thereto dated February 22, 1999 and Schedule No. 02 thereto dated July 15, 2004 (Schedule No. 01 and Schedule No. 02 and all amendments, modifications and extensions thereto and the Master Lease, to the extent incorporated in or relating to Schedule No. 01 and Schedule No. 02 are collectively referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, BP assigned the Lease to Lessee effective as of APRIL 20 2005; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: C. McGrath
 Name: CHARLES McGRATH
 Title: VICE PRESIDENT

INNOVENE USA LLC f/k/a O&D USA, LLC

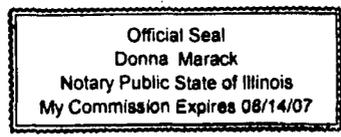
By: W. Christopher Hawes
 Name: W. CHRISTOPHER HAWES
 Title: GM, Logistics Americas

State of Illinois)
County of DeWitt)

On this, the 22nd day of June, 2005, before me, a Notary Public in and for said County and State, personally appeared W. Christopher Harris, the General Manager of INNOVENE USA LLC f/k/a O&D USA LLC, who acknowledged himself/herself to be a duly authorized officer of INNOVENE USA LLC f/k/a O&D USA LLC, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

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

Name: Donna J. Marack
Notary Public



My Commission Expires: 8/14/07

State of New York)
)
County of New York)

On this, the 28th day of June, 2005, before me, a Notary Public in and for said County and State, personally appeared CHARLES Mc GRATH, the Vice-Pres of The CIT Group/Equipment Financing, Inc., who acknowledged himself/herself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

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

Name: Barbara Garner
Notary Public

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

My Commission Expires: _____

Schedule A

Number of Cars

Equipment Description

30 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	300570
2	DBUX	300582
3	DBUX	300597
4	DBUX	300598
5	DBUX	300599
6	DBUX	300601
7	DBUX	300602
8	DBUX	300603
9	DBUX	300604
10	DBUX	300605
11	DBUX	300606
12	DBUX	300608
13	DBUX	300609
14	DBUX	300610
15	DBUX	300611
16	DBUX	300612
17	DBUX	300614
18	DBUX	300705
19	DBUX	300706
20	DBUX	300708
21	DBUX	300711
22	DBUX	300712
23	DBUX	300714
24	DBUX	300715
25	DBUX	300716
26	DBUX	300719
27	DBUX	300720
28	DBUX	300786
29	DBUX	300801
30	DBUX	300866