

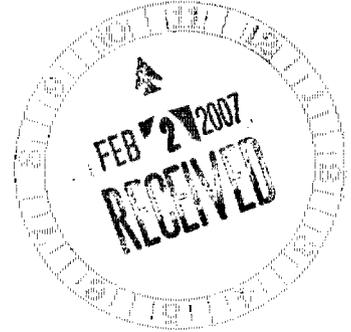


CORPORATION SERVICE COMPANY

RECORDATION NO. 26792 FILED

FEB 02 '07 -11 21 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 - ATTN: BARB SADDLER

From: April Oshea

Date: February 1, 2007

Order#: 739235/005

Re: PLMX37625-PLMX37674 INNOVENE USA LLC

Please process the enclosed documents for the service indicated below.

XX Other: Primary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/09/2007
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:

Lessee:
Innovene USA, LLC
Marina View Bldg, 2600 South Shore Blvd
League City, TX 77573

Lessor:



CORPORATION SERVICE COMPANY

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

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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of October 2006, 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 INEOS USA, LLC formerly known as INNVOVENE USA LLC, a Delaware limited liability corporation, with an address at Marina View Bldg. 2600 South Shore Blvd. League City, TX 77573 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 19, 2005 covering the equipment listed on Schedule A hereto (the "Equipment").

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

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THE CIT GROUP/EQUIPMENT FINANCING, INC.

FEB 02 '07 -11 21 AM

By: Catherine English
Name: Catherine English
Title: Vice President

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

INEOS USA, LLC

By: Scott D. Sutor
Name: SCOTT D. SUTOR
Title: NA Logistics Mgr - Operations

Schedule A

Number of Cars

Equipment Description

50 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	PLMX	37625
2	PLMX	37626
3	PLMX	37627
4	PLMX	37628
5	PLMX	37629
6	PLMX	37630
7	PLMX	37631
8	PLMX	37632
9	PLMX	37633
10	PLMX	37634
11	PLMX	37635
12	PLMX	37636
13	PLMX	37637
14	PLMX	37638
15	PLMX	37639
16	PLMX	37640
17	PLMX	37641
18	PLMX	37642
19	PLMX	37643
20	PLMX	37644
21	PLMX	37645
22	PLMX	37646
23	PLMX	37647
24	PLMX	37648
25	PLMX	37649
26	PLMX	37650
27	PLMX	37651
28	PLMX	37652
29	PLMX	37653
30	PLMX	37654
31	PLMX	37655
32	PLMX	37656
33	PLMX	37657
34	PLMX	37658
35	PLMX	37659
36	PLMX	37660
37	PLMX	37661
38	PLMX	37662
39	PLMX	37663
40	PLMX	37664
41	PLMX	37665
42	PLMX	37666
43	PLMX	37667
44	PLMX	37668
45	PLMX	37669
46	PLMX	37670
47	PLMX	37671
48	PLMX	37672
49	PLMX	37673
50	PLMX	37674