



BP America Inc.
150 W. Warrenville Road
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Naperville, IL 60563

Sangya Reddy

Counsel
BP Legal

VIA OVERNIGHT MAIL

August 26, 2016

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20024

RECORDATION NO. 16514-4 FILED

SEP 01 2016 -11 :53 AM

SURFACE TRANSPORTATION BOARD

Document for Recordation

Dear Ms. Brown:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) are one original and two copies of a Lease Termination, dated July 12, 2016 ("Lease Termination"), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document to which the enclosed Lease Termination relates is the Lease of Railroad Equipment dated August 1, 1989, and associated documents previously filed with the Board under Recordation Number 16514.

The names and address of the parties to the enclosed Lease Termination are:

Lessor:	U.S. Bank, National Association (successor to The Connecticut National Bank) 425 Walnut Street Cincinnati, Ohio 45202
Lessee:	BP Amoco Chemical Company (formerly, Amoco Chemical Company) 501 Westlake Park Boulevard Houston, TX 77079

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

A description of the railroad equipment covered by the Lease Termination is: All rail cars listed in the documents identified on Exhibit A attached to the Lease Termination.

A billing account has been opened by BP Amoco Chemical Company to cover the required recordation fee of \$4300. Attached is a copy of the Billing Account Application for your records.

Kindly return the original and one stamped copy of the Lease Termination to me at the above address.

Sincerely,

Sangya Reddy /RH

Sangya Reddy

Enclosures

Execution Version

RECORDATION NO. 165144 FILED

SEP 01 2016 -11 :53 AM

SURFACE TRANSPORTATION BOARD

LEASE TERMINATION

Dated as of July 12, 2016

between

**BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company),
as Lessee**

and

**U.S. BANK, NATIONAL ASSOCIATION
(successor to The Connecticut National Bank),
not in its individual capacity but solely as Trustee,
as Lessor**

[THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON **EXHIBIT A** ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE.]

THIS LEASE TERMINATION (this "Agreement"), dated as of July 12, 2016, between BP AMOCO CHEMICAL COMPANY (formerly Amoco Chemical Company), a Delaware corporation (the "Lessee"), and U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank), a national banking association, not in its individual capacity except as otherwise expressly provided, but solely as the Trustee (the "Trustee" or "Lessor") under the Trust Agreement.

WITNESSETH

WHEREAS, the Lessee and the Trustee have heretofore entered into a Lease of Railroad Equipment dated as of August 1, 1989 (as supplemented and amended from time-to-time, the "Lease"; capitalized terms used herein without definition shall have the respective meanings set forth in the Lease);

WHEREAS, pursuant to Section 13.04 of the Lease, Lessee is purchasing the remaining Units under the Lease on July 12, 2016; and

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor and the Lessee hereby acknowledge that effective as of the date hereof, the Lease is hereby terminated. Lessor acknowledges that there remain no further obligations on the part of Lessee under the Lease, other than those obligations which are expressly stated to survive termination of the Lease.
2. The Lessee shall make all filings with the Surface Transportation Board and the Registrar General of Canada reflecting termination of the Lease.
3. Nothing contained herein shall affect those provisions of the Lease or any related documents which are expressly stated to survive the termination provided for herein.
4. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.
5. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

BP AMOCO CHEMICAL COMPANY
(formerly, Amoco Chemical Company),
as Lessee

By: 

Name: LUIS M. SIERRA

Title: PRESIDENT

U.S. BANK, NATIONAL ASSOCIATION
(successor to The Connecticut National Bank),
not in its individual capacity but solely as Trustee,
as Lessor

By: _____

Name: _____

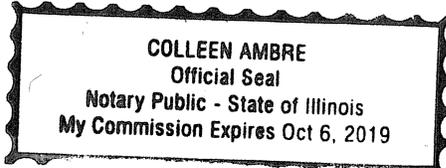
Title: _____

State of IL)
County of DODAGE)

ss

On this 6 day of JULY, 2016, before me, a notary public, personally appeared WIS M SIERRA, to me personally known, who being by me duly sworn says that he is the PRESIDENT of BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Colleen Ambre
Notary Public

My Commission Expires:
10/6/19

State of)
County of)

ss

On this ___ day of _____, 2016, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

BP AMOCO CHEMICAL COMPANY
(formerly, Amoco Chemical Company),
as Lessee

By: _____

Name: _____

Title: _____

U.S. BANK, NATIONAL ASSOCIATION
(successor to The Connecticut National Bank),
not in its individual capacity but solely as Trustee,
as Lessor

By: 

Name: **Maryanne Y. Dufresne**
Vice President

Title: _____

State of)
County of) ss

On this ___ day of _____, 2016, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of **Connecticut**)
County of **Hartford**) ss

On this 6 day of July, 2016, before me, a notary public, personally appeared **Maryanne Y. Dufresne**, to me personally known, who being by me duly sworn says that (s)he is the **Vice President** of U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Susan P. McNally

Notary Public

My Commission Expires:

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires March 31, 2020

Exhibit A

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent	September 13, 1989	16514-A
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 27, 1989	16514-C
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 14, 1989	16514-D
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	June 29, 1990	16514-E
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 4, 1990	16514-F
Partial Lease Termination, dated as of March 1, 2010, among BP Amoco Chemical Company, and The Bank of New York Mellon Trust Company, N.A.	April 7, 2010	16514-L
Partial Lease Termination, dated as of April 30, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 7, 2010	16514-M
Partial Lease Termination, dated as of June 18, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 7, 2010	16514-N
Partial Lease Termination, dated as of June 29, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 7, 2010	16514-O
Partial Lease Termination, dated as of June 30, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 7, 2010	16514-P
Partial Lease Termination, dated as of August 20, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 23, 2010	16514-Q
Partial Lease Termination, dated as of August 20, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	October 12, 2010	16514-R
Amendment Agreement No. 5, dated as of December 28, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	February 10, 2011	16514-S
Partial Lease Termination, dated as of January 25, 2011, among BP Amoco Chemical Company, and U.S. Bank National Association	December 19, 2013	16514-T

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>
Lease of Railroad Equipment, dated as of August 1, 1989, between The Connecticut National Bank, as Lessor, and Amoco Chemical Company, as Lessee	September 14, 1989
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 28, 1989
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 15, 1989
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	July 3, 1990
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 5, 1990
Amendment Agreement No. 5, dated as of December 28, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	February 14, 2011
Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent	September 14, 1989
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 28, 1989
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 15, 1989
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	July 3, 1990
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 5, 1990
Partial Lease Termination, dated as of March 1, 2010, among BP Amoco Chemical Company, and The Bank of New York Mellon Trust Company, N.A.	March 29, 2010
Partial Lease Termination, dated as of April 30, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 8, 2010
Partial Lease Termination, dated as of June 18, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 8, 2010
Partial Lease Termination, dated as of June 29, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 8, 2010

Partial Lease Termination, dated as of June 30, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 8, 2010
Partial Lease Termination, dated as of August 20, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	September 21, 2010
Partial Lease Termination, dated as of August 20, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	October 8, 2010
Amendment Agreement No. 5, dated as of December 28, 2010, among BP Amoco Chemical Company, and U.S. Bank National Association	February 14, 2011
Partial Lease Termination, dated as of January 25, 2011, among BP Amoco Chemical Company, and U.S. Bank National Association	January 20, 2014