RECORDATION NO. 31879 FILED
August 21, 2015 03:14 PM
SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

August 21, 2015

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease dated March 31, 2015 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: BP Energy Company
501 Westlake Park Boulevard
Houston, TX 77079

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

125 tank cars: MTZX 330126 – MTZX 330250, inclusive

This filing is to appear in the index as follows: Memorandum of Lease.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of $43.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/S/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

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MEMORANDUM OF FULL SERVICE LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")

AND

BP ENERGY COMPANY
("LESSEE")

MARCH 31, 2015

This **Memorandum of Full Service Lease Agreement** is made and entered into as of March 31, 2015 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, (***"Lessor"***) and BP Energy Company, a Delaware corporation (***"Lessee"***).

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred twenty-five (125) Trinity built 33,690 Gallon Medium Pressure Tank Car (DOT 112J340W) Railcars bearing marks and numbers as follows:

   MTZX 330126 – MTZX 330250 (both inclusive)

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

MITSUI RAIL CAPITAL, LLC

By: _____
Print Name: Daniel P. Penovich
Title: President

LESSEE:

BP ENERGY COMPANY

By: _____
Print Name: Angela John
Title: Attorney-In-Fact

STATE OF ILLINOIS

COUNTY OF COOK

On this 16 day of April, 2015, before me personally appeared Daniel P. Penovich, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: 7/26/16

OFFICIAL SEAL
CHRISTINE C PETERSON
Notary Public - State of Illinois
My Commission Expires Jul 26, 2016

STATE OF Texas

COUNTY OF Harris

On this 13 day of April, 2015, before me personally appeared Angela John, to me personally known, who being by me duly sworn, says that he is the Attorney-in-Fact of BP Energy Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Karen Brown
NOTARY PUBLIC

My commission expires: June 30, 2015

KAREN BROWN
Notary Public, State of Texas
My Commission Expires
June 30, 2015