

bp

Kent Zigterman

Senior Counsel  
BP Legal

RECORDATION NO. 18417-J FILED

JUN 02 '14 -10 43 AM



**SURFACE TRANSPORTATION BOARD**

BP America Inc.  
150 W. Warrenville Road  
MC 200-1W  
Naperville, IL 60563  
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Kent.zigterman@bp.com

VIA OVERNIGHT MAIL

May 29, 2014

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



**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 March 27, 2014 ("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 to the Equipment Lease 1993-A dated September 30, 1993 and associated documents previously filed with the Board under Recordation Number 18417.

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

Lessor:	U.S. Bank, National Association (successor to The Shawmut Bank Connecticut) 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.

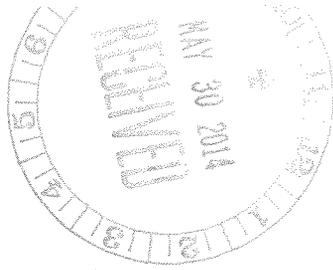
A description of the railroad equipment covered by the Lease Termination is: All rail cars listed in the documents identified on Exhibit A attached to the Lease Termination.

A billing account has been opened by BP Amoco Chemical Company to cover the required recordation fee of \$44.00. 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,

Kent Zigterman

Enclosures



Execution Version

REGISTRATION NO. 18417-J FILED

JUN 02 '14 - 10 43 AM

~~SURFACE TRANSPORTATION BOARD~~

**LEASE TERMINATION**

Dated as of March 27, 2014

between

**BP AMOCO CHEMICAL COMPANY,**  
as Lessee

and

**U.S. BANK, NATIONAL ASSOCIATION**  
(successor to Shawmut Bank Connecticut, National Association),  
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 March 27, 2014 between BP AMOCO CHEMICAL COMPANY, a Delaware corporation (the "Lessee"), and U.S. BANK, NATIONAL ASSOCIATION (successor to Shawmut Bank Connecticut, National Association), 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 an Equipment Lease 1993-A dated as of September 30, 1993 (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, Sections 14.01 and 14.02 of the Lease govern the return of Units upon expiration of the term of the Lease as to such Units; 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,  
as Lessee

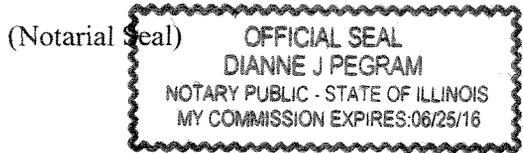
By: Christopher J. Humes  
Name: CHRISTOPHER J. HUMES  
Title: V.P. BP Amoco Chemical Company

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

By: \_\_\_\_\_  
Name:  
Title:

State of Illinois )  
County of DuPage ) ss

On this 19<sup>th</sup> day of March, 2014, before me, a notary public, personally appeared Christopher J. Humes, to me personally known, who being by me duly sworn says that he is the V.P. BP Amoco Chemical Co. of BP 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.



Dianne J. Pegram  
Notary Public

My Commission Expires: 06/25/16

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss

On this \_\_\_\_\_ day of \_\_\_\_\_, 2014, 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 Shawmut Bank of Connecticut, national Association) 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,  
as Lessee

By: \_\_\_\_\_  
Name:  
Title:

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

By: Susan C. Chadbourne  
Name: Susan C. Chadbourne  
Title: Vice President

State of )  
 ) ss  
County of )

On this \_\_\_\_ day of \_\_\_\_\_, 2014, 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 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)

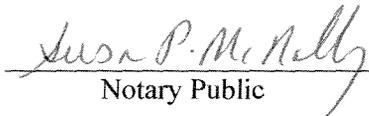
\_\_\_\_\_  
Notary Public

My Commission Expires:

State of Connecticut )  
 ) ss  
County of Hartford )

On this 26th day of March, 2014, before me, a notary public, personally appeared Susan C. Chadbourne, to me personally known, who being by me duly sworn says that she is the Vic President of U.S. BANK NATIONAL ASSOCIATION (successor to Shawmut Bank of Connecticut, national Association) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

SUSAN P. McNALLY  
Notary Public, State of Connecticut  
My Commission Expires Mar. 31, 2015

## Exhibit A

### ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Equipment Lease 1993-A, dated September 30, 1993, between Amoco Chemical Company, as Lessee and Shawmut Bank Connecticut, N.A., as Trustee	September 30, 1993	18417
Security Agreement-Trust Deed 1993A, dated September 30, 1993, between Shawmut Bank Connecticut, N.A., as debtor, and LaSalle National Bank, as Secured Party	September 30, 1993	18417-A
Lease Supplement No.1, dated September 30, 1993, between Amoco Chemical Company, as Lessee and Shawmut Bank Connecticut, N.A., as Trustee	September 30, 1993	18417-B
Security Agreement Trust Deed No.1, dated September 30, 1993, between Shawmut Bank Connecticut, N.A., as debtor, and LaSalle National Bank as Secured Party	September 30, 1993	18417-C
Lease Supplement No.2, dated October 25, 1993, between Amoco Chemical Company, as Lessee and Shawmut Bank Connecticut, N.A., as Trustee	November 17, 1993	18417-D
Name Change	February 16, 1996	18417-E
Name Change	August 21, 1996	18417-F
Instrument of Acknowledgment of Succession, between Fleet National Bank, as Owner Trustee, and State Street Bank and Trust Company as Successor Owner Trustee - 155 covered hopper cars AMCX. For specific car numbers see document.	June 13, 2000	18417-G
Notice of Succession of Trusteeship, between State Street Bank and Trust Goodwin Square, as Owner Trustee, and U.S. Bank National Association, as Successor Owner Trustee	September 22, 2004	18417-H
Release of Liens, among BP Amoco Chemical Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee, and U.S. Bank Trust National Association Goodwin Square, as Owner Trustee	April 24, 2013	18417-I

## ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>
Equipment Lease 1993-A, dated September 30, 1993, between Amoco Chemical Company, as Lessee and Shawmut Bank Connecticut, N.A., as Trustee	September 30, 1993
Security Agreement-Trust Deed 1993A, dated September 30, 1993, between Shawmut Bank Connecticut, N.A., as debtor, and LaSalle National Bank, as Secured Party	September 30, 1993
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Lease Supplement No.2, dated October 25, 1993, between Amoco Chemical Company, as Lessee and Shawmut Bank Connecticut, N.A., as Trustee	November 17, 1993
Release of Liens, among BP Amoco Chemical Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee, and U.S. Bank Trust National Association Goodwin Square, as Owner Trustee	April 26, 2013