



October 7, 2015

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Rider No. 3 to Car Service Contract No. 5191 dated as of September 24, 2015 between the following parties:

Lessee:                   BP Products North America Inc.  
                                  150 West Warrenville Road  
                                  Naperville, IL 60563-8460

Lessor:                   The David J. Joseph Company  
                                  300 Pike Street  
                                  Cincinnati, OH 45202

Please see Exhibit A for the equipment, (120) railcars, involved in this transaction.

This filing is to appear in the index as follows: the Memorandum of Rider No. 3 to Car Service Contract No. 5191 dated as of September 24, 2015 related to one hundred twenty (120) railcars bearing reporting marks: ADLX120625-120749, sporadic.

Please file this agreement as a primary document. The filing fee in the amount of \$43.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

A handwritten signature in black ink that reads 'Lindsay M. Ross'. The signature is written in a cursive, flowing style.

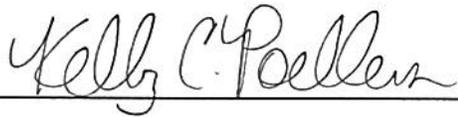
Lindsay Ross  
Rail Operations Analyst

**MEMORANDUM OF RIDER NO. 3 TO CAR SERVICE CONTRACT NO. 5191**  
**SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RIDER NO. 3 TO CAR SERVICE CONTRACT NO. 5191** ("Memorandum of Lease") entered into this 24th day of September, 2015, is intended to evidence the rider number 3 to the Car Service Contract No. 5191 dated December 29, 2014 (collectively, the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **BP PRODUCTS NORTH AMERICA INC.**, an Illinois corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred twenty (120) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below each signature.

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

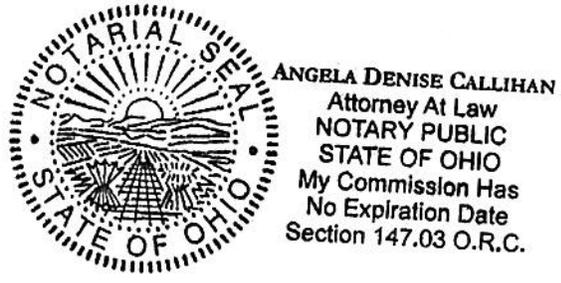
Date: October 7, 2015

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )        SS:

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of October, 2015,  
by Kelly C Proffitt, the VP Finance & Admin of The David J. Joseph Company, a Delaware  
corporation, on behalf of the corporation.

Angela Denise Callihan  
Notary Public

My Commission expires:  
N/A



## EXHIBIT A

To the Memorandum of Lease dated September 24, 2015, between The David J. Joseph Company and BP Products North America Inc.

### DESCRIPTION OF UNITS

One hundred twenty (120) railcars bearing reporting marks:

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
1 ADLX120625	31 ADLX120658	61 ADLX120689	91 ADLX120719
2 ADLX120629	32 ADLX120659	62 ADLX120690	92 ADLX120720
3 ADLX120630	33 ADLX120660	63 ADLX120691	93 ADLX120721
4 ADLX120631	34 ADLX120661	64 ADLX120692	94 ADLX120722
5 ADLX120632	35 ADLX120662	65 ADLX120693	95 ADLX120723
6 ADLX120633	36 ADLX120663	66 ADLX120694	96 ADLX120724
7 ADLX120634	37 ADLX120664	67 ADLX120695	97 ADLX120725
8 ADLX120635	38 ADLX120665	68 ADLX120696	98 ADLX120726
9 ADLX120636	39 ADLX120666	69 ADLX120697	99 ADLX120727
10 ADLX120637	40 ADLX120667	70 ADLX120698	100 ADLX120728
11 ADLX120638	41 ADLX120668	71 ADLX120699	101 ADLX120729
12 ADLX120639	42 ADLX120669	72 ADLX120700	102 ADLX120730
13 ADLX120640	43 ADLX120670	73 ADLX120701	103 ADLX120731
14 ADLX120641	44 ADLX120671	74 ADLX120702	104 ADLX120732
15 ADLX120642	45 ADLX120672	75 ADLX120703	105 ADLX120733
16 ADLX120643	46 ADLX120673	76 ADLX120704	106 ADLX120734
17 ADLX120644	47 ADLX120674	77 ADLX120705	107 ADLX120735
18 ADLX120645	48 ADLX120675	78 ADLX120706	108 ADLX120736
19 ADLX120646	49 ADLX120676	79 ADLX120707	109 ADLX120737
20 ADLX120647	50 ADLX120677	80 ADLX120708	110 ADLX120738
21 ADLX120648	51 ADLX120678	81 ADLX120709	111 ADLX120739
22 ADLX120649	52 ADLX120679	82 ADLX120710	112 ADLX120741
23 ADLX120650	53 ADLX120680	83 ADLX120711	113 ADLX120742
24 ADLX120651	54 ADLX120681	84 ADLX120712	114 ADLX120743
25 ADLX120652	55 ADLX120682	85 ADLX120713	115 ADLX120744
26 ADLX120653	56 ADLX120683	86 ADLX120714	116 ADLX120745
27 ADLX120654	57 ADLX120684	87 ADLX120715	117 ADLX120746
28 ADLX120655	58 ADLX120686	88 ADLX120716	118 ADLX120747
29 ADLX120656	59 ADLX120687	89 ADLX120717	119 ADLX120748
30 ADLX120657	60 ADLX120688	90 ADLX120718	120 ADLX120749