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22440,A,B,C,D,E,F,G,H,I

September 29, 1999

RECORDATION NO. 22440 FILED

SEP 29 '99 3-10PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: BP Amoco Chemical Trust 1999-B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Equipment Lease 1999-B, dated as of September 29, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents; and two (2) copies of each of the following secondary documents related thereto: Lease Supplements No. 1, No. 2, No. 3, No. 4, Security Agreement - Trust Deed 1999-B, Security Agreement - Trust Deed 1999-B Supplements No. 1, No. 2. No. 3 and No. 4, all dated September 29, 1999.

The names and addresses of the parties to the enclosed documents are:

Equipment Lease
Lease Supplements No. 1, No. 2, No. 3 and No. 4

Owner Trustee/Lessor: State Street Bank and Trust Company of Connecticut, National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

Lessee: BP Amoco Chemical Company
150 W. Warrenville Road
Naperville, Illinois 60563

Security Agreement - Trust Deed
Security Agreement - Trust Deed Supplements No. 1, No. 2, No. 3 and No. 4

Debtor: State Street Bank and Trust Company of Connecticut, National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

Secured Party: LaSalle Bank, National Association
135 LaSalle Street
Chicago, Illinois 60603

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

set forth on the Annex attached to each Supplement

Also enclosed is a check in the amount of $260.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 22440-B FILED

SEP 29 '99 3-10PM

LEASE SUPPLEMENT NO. 1

LEASE SUPPLEMENT NO. 1, dated September 29, 1999 (this "Supplement"), between BP AMOCO CHEMICAL COMPANY, a Delaware corporation (the "Lessee"), and STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, acting not in its individual capacity but solely as Trustee under a Trust Agreement 1999-B, dated as of September 27, 1999 (the "Trustee"), with Comerica Leasing Corporation, a Michigan corporation (the "Owner Participant").

WITNESSETH:

WHEREAS, the Trustee and the Lessee heretofore have entered into that certain Equipment Lease 1999-B, dated as of September 27, 1999 (herein, together with any amendments and supplements heretofore made thereto, the "Lease"); and

WHEREAS, the Lease provides for the execution and delivery on the Closing Date (such term and other defined terms in the Lease being herein used with the same meanings) of a Supplement thereto substantially in the form hereof;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the Trustee and the Lessee agree as follows:

1.01 Acceptance and Lease. The Lessee hereby acknowledges and confirms that on the date hereof the Units described in Annex I hereto have been unconditionally accepted by the Lessee from the Trustee and are now leased under the Lease and have been marked in accordance with Section 5 of the Lease. The Units being accepted hereby are located in various jurisdictions, but none of the Units being accepted hereby is being accepted in Chicago, Illinois. The Base Term of the Lease shall begin on the date hereof and, subject to the provisions of Sections 7 and 10 of the Lease, shall be for 12.5 years from the date hereof.

1.02 Periodic Rental; Casualty Values and Termination Values; EBO Price. Attached as Annex II, Annex III and Annex IV hereto are the Periodic Rental, Casualty Values and Termination

Values, and EBO Price for the Units covered by this Supplement. Annex V sets forth, subject to the last sentence of Section 13.01 of the Lease, the Periodic Rental for the Fixed Renewal Term.

2. Miscellaneous. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Supplement may refer to the Lease without making specific reference hereto, but nevertheless all such references shall be deemed to include this Supplement unless the context thereof shall otherwise require.

This Supplement shall be construed in connection with and as a part of the Lease, and all terms, conditions and covenants contained therein, as herein modified, shall be and remain in full force and effect.

This Supplement may be executed in several counterparts, such counterparts together constituting but one and the same agreement. To the extent, if any, that this Lease Supplement constitutes chattel paper (as defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest may be created through the transfer of any counterpart other than the "original" counterpart which is deemed to be the counterpart containing the receipt therefor executed by the Indenture Trustee on the signature page thereof.

* * * * * * * * * * * *

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.

LESSEE

BP AMOCO CHEMICAL COMPANY

By: _____
Name: Eileen A. Kamerick
Title: Vice President

CORPORATE SEAL

ATTEST:

By: _____
Name: A. J. Nocchieco
Title: Vice President

TRUSTEE

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity,
but solely as Trustee

By: _____
Name: _____
Title: _____

CORPORATE SEAL

ATTEST:

By: _____
Name: _____
Title: _____

STATE OF _____)
) SS
COUNTY OF _____)

On this____ day of September, 1999, before me personally appeared _____ and _____, to me personally known, who being by me duly sworn, say that they are _____ and _____ respectively of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public

[NOTARIAL SEAL]

My commission expires:_____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 24th day of September, 1999, before me personally appeared E.A. Kamerick and A.J. Nucchiero, to me personally known, who being by me duly sworn, say that they are Vice President and Vice President, respectively, of BP AMOCO CHEMICAL COMPANY, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

OFFICIAL SEAL
EVELYN J RAMOS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:01/20/00

Evelyn J Ramos
Notary Public

[NOTARIAL SEAL]

My commission expires: 01/20/00

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.

LESSEE

BP AMOCO CHEMICAL COMPANY

By:_____
Name:_____
Title:_____

CORPORATE SEAL

ATTEST:

By:_____
Name:_____
Title:_____

TRUSTEE

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION
not in its individual capacity,
but solely as Trustee

By:_____
Name: Steven Cimalore
Title: Vice President

CORPORATE SEAL

ATTEST:

By:_____
Name: SHEREE MAILHOT
Title: VICE PRESIDENT

STATE OF CONNECTICUT)
) SS
COUNTY OF HARTFORD)

On this 27th day of September, 1999, before me personally appeared STEVEN CIMALORE and SHEREE MAILHOT, to me personally known, who being by me duly sworn, say that they are VICE PRESIDENT and Vice President respectively of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Leslie A. Cullinane
Notary Public

[NOTARIAL SEAL] LESLIE A. CULLINANE
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 2001

My commission expires:_____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ___ day of September, 1999, before me personally appeared _____ and _____, to me personally known, who being by me duly sworn, say that they are _____ and _____, respectively, of BP AMOCO CHEMICAL COMPANY, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

_____
Notary Public

[NOTARIAL SEAL]

My commission expires:_____

My commission expires:_____

RECEIPT

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged.

LASALLE BANK NATIONAL ASSOCIATION
Indenture Trustee

By:_____
Name: ERIK R. BENSON
Title: Assistant Vice President

ANNEX I
(to the Equipment Lease Supplement 1999-B)
DESCRIPTION OF UNITS

Car Number	Description	Manufacturer	Tranche	Quantity	Group
AMCX006254 - AMCX006267	Speciality Covered Hopper Car - 5250 CF, 110 Ton, Fluidized Discharge, Lined	ACF Industries Inc.	1	14	A2
AMCX006269- AMCX006288	Speciality Covered Hopper Car - 5250 CF, 110 Ton, Fluidized Discharge, Lined	ACF Industries Inc.	1	20	A2
AMCX006290- AMCX006313	Speciality Covered Hopper Car - 5250 CF, 110 Ton, Fluidized Discharge, Lined	ACF Industries Inc.	1	24	A2
AMCX006315 - AMCX006323	Speciality Covered Hopper Car - 5250 CF, 110 Ton, Fluidized Discharge, Lined	ACF Industries Inc.	1	9	A2
AMCX006658	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries Inc.	1	1	A4
AMCX006661	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries Inc.	1	1	A4
AMCX006663- AMCX006664	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries Inc.	1	2	A4
AMCX006671	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	1	A4
AMCX006677- AMCX006678	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	2	A4
AMCX006681	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	1	A4
AMCX006683- AMCX006687	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	5	A4

MBP 9/29/99 1:15: PAGE 3/4 RightFAX

Car Number	Description	Manufacturer	Tranche	Quantity	Group
AMCX006689	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	1	A4
AMCX006691	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	1	A4
AMCX006693	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	1	A4
AMCX006696-AMCX006706	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	11	A4
AMCX006710	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	1	A4
AMCX006712-AMCX006713	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	2	A4
AMCX006715-AMCX006716	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	2	A4
AMCX006718-AMCX006727	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	10	A4
AMCX006729-AMCX006730	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	2	A4
AMCX006732-AMCX006737	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	6	A4
AMCX006739-AMCX006743	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	5	A4

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SEP 29 '99 08:03 FR MBP CHGO 35TH FLR #11312 701 7711 TO 912023932156 P.05

Car Number	Description	Manufacturer	Tranche	Quantity	Group
AMCX006745-AMCX006748	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	4	A4
AMCX006750-AMCX006795	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	46	A4
AMCX006797-AMCX006799	Specialty Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge, Lined	ACF Industries, Inc.	1	3	A4
AMCX006822 - AMCX006830	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	9	A5
AMCX006833 - AMCX006837	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	5	A5
AMCX006839 - AMCX006851	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	13	A5
AMCX006853 - AMCX006870	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	18	A5
AMCX006872	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	1	A5
AMCX006875 - AMCX006891	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	17	A5
AMCX006893 - AMCX006919	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	27	A5
AMCX006921 - AMCX006928	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	8	A5

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SEP 29 '99 08:03 FR MBP CHGO 35TH FLR #11312 701 7711 TO 912023932156 P.06

Car Number	Description	Manufacturer	Tranche	Quantity	Group
AMCX006930 - AMCX006962	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	32	A5
AMCX006964 - AMCX006966	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	3	A5
AMCX006968 - AMCX006970	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	3	A5
AMCX006972 - AMCX006975	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	4	A5
AMCX006977 - AMCX006982	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	6	A5
AMCX006985 - AMCX006989	Speciality Covered Hopper Car - 5700 CF, 100 Ton, Pneumatic Discharge Lined	ACF Industries Inc.	1	5	A5
AMCX005369 - AMCX005459	Stainless Steel Body, Specialty Covered Hopper Car - 5250 CF, 110 Ton, Fluidized Discharge	ACF Industries Inc.	1	91	B2
AMCX005461 - AMCX005591	Stainless Steel Body, Specialty Covered Hopper Car - 5250 CF, 110 Ton, Fluidized Discharge	ACF Industries Inc.	1	131	B2
AMCX005593 - AMCX005607	Stainless Steel Body, Specialty Covered Hopper Car - 5250 CF, 110 Ton, Fluidized Discharge	ACF Industries Inc.	1	15	B2
AMCX031050 - AMCX031066	Pressure Tank Car - 33,700 - 34,000 Gallons, NC, NI, HPT	ACF Industries Inc.	1	17	E2
AMCX031086 - AMCX031100	Pressure Tank Car - 33,700 - 34,000 Gallons, NC, NI, HPT	ACF Industries Inc.	1	15	E2

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SEP 29 '99 08:04 FR MBP CHGO 35TH FLR #11312 701 7711 TO 912023932156 P.07

Car Number	Description	Manufacturer	Tranche	Quantity	Group
AMCX033001 - AMCX033034	Pressure Tank Car - 33,700 - 34,000 Gallons, NC, NI, HPT	ACF Industries Inc.	1	34	E2

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78

SEP 29 '99 08:04 FR MBP CHGO 35TH FLR #11312 701 7711 TO 912023932156 P.08

ANNEX II
(to Lease Supplement No._)

Tranche ___
Periodic Rental
{Expressed as a Percentage of Purchase Price)

Date	Advance Rent	Arrears Rent	Total Rent

ANNEX III
(to Lease Supplement No._)

Tranche ___
Casualty Values; Termination Values
(Expressed as a Percentage of Purchase Price)

Date	Casualty Value/Termination Value

Fixed Renewal Term: _____%, decreasing by _____% during each semi-annual period ending on the Casualty Dates/Termination Dates of the Fixed Renewal Term.

ANNEX IV
(to Lease Supplement No._)

Tranche ___
EBO Dates and EBO Price
(Expressed as a Percentage of Purchase Price)

Units	EBO Date	EBO Price

ANNEX V
(to Lease Supplement No. ___)

Tranche ___
Periodic Rental for Fixed Renewal Term
(Expressed as a Percentage of Purchase Price)

Periodic Rental during Year 1 of Fixed Renewal Term:

Date	Rent
[first semi-annual payment date]	x
[second semi-annual payment date]	x

Subsequent Periodic Rental of Fixed Renewal Term is the lesser of the Unit's Fair Market Rental and x.

ANNEX VI
(to Lease Supplement No. __)

Tranche ____
Summary of Terms and Assumptions

Purchase Price: $_____

EBO Price: see Annex IV

Lease Term:

Closing Date:

Debt Rate:

Periodic Rental: in arrears and advance, per attached Annex II

Depreciation:

EBO Dates: see Annex IV

Transaction Costs: __% of Purchase Price

Federal Tax Rate: 35%

State Tax Rate:

Leverage: __% debt, __% equity

David W. Ohlwein
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