



0100950015

The David J. Joseph Company

19914

OFFICE OF THE SECRETARY
INTERSTATE COMMERCE COMMISSION

January 26, 1996

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Room 2303
Washington, DC 20423

RECEIVED
JAN 29 9 10 AM '96
OFFICE OF THE SECRETARY

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of December 18, 1995, between the following parties:

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

Lessee: BP Exploration and Oil Inc.
200 Public Square
Cleveland, OH 44114

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY
Julia R. Jones

Julia R. Jones
Contract Assistant

/jrj
Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Julia R. Jones
Notary Public

JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/30/96

Office Of The Secretary

Julia R. Jones
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/30/96 at 9:15AM, and assigned recordation number(s). 19914.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19914
AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of December 18, 1995 is intended to evidence the Railroad Equipment Lease Agreement dated as of December 18, 1995 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation (the "Lessor"), and BP EXPLORATION AND OIL INC., a Delaware Corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the sixty (60) railcars more fully described in Exhibit A, attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

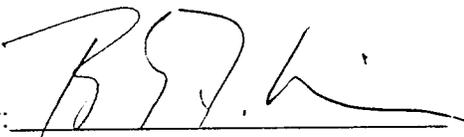
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

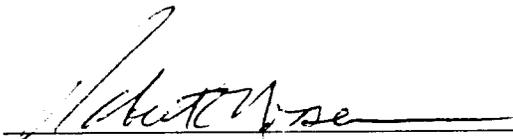
LESSOR:

LESSEE:

THE DAVID J. JOSEPH COMPANY

BP EXPLORATION AND OIL INC.

By: 

By: 

Name: Douglas F. McMillan

Name: Robert C. Nissen

Title: Vice President

Title: Sr. Traffic Consultant

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 18th day of December, 1995, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julia R. Jones
Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF Ohio)
) SS:
COUNTY OF Cuyahoga)

The foregoing instrument was acknowledged before me this 4th day of January, 1996, by Robert C. Resow, the St. Traffic Consultant of, 18th Exploration & Oil Co. a Delaware corporation, on behalf of the corporation.

Karen M. Patterson
Notary Public

KAREN M. PATTERSON, Notary Public
State of Ohio
My Commission Expires 12/31/97

EXHIBIT A

To the Memorandum of Lease dated December 18, 1995, between The David J. Joseph Company and BP Exploration and Oil Company

DESCRIPTION OF UNITS

Sixty (60) railcars bearing reporting marks as follows:

SOCX 472022	SOCX 472974	SOCX 474881	SOCX 476355	SOCX 478184
SOCX 472140	SOCX 473001	SOCX 475046	SOCX 476597	SOCX 478201
SOCX 472221	SOCX 473104	SOCX 475139	SOCX 476613	SOCX 478232
SOCX 472361	SOCX 473550	SOCX 475255	SOCX 476638	SOCX 478590
SOCX 472409	SOCX 473626	SOCX 475304	SOCX 476688	
SOCX 472429	SOCX 473671	SOCX 475564	SOCX 476799	
SOCX 472485	SOCX 473708	SOCX 475611	SOCX 476812	
SOCX 472575	SOCX 473803	SOCX 475632	SOCX 476995	
SOCX 472707	SOCX 474153	SOCX 475654	SOCX 477268	
SOCX 472904	SOCX 474209	SOCX 475696	SOCX 477536	
SOCX 472910	SOCX 474272	SOCX 475878	SOCX 477570	
SOCX 472932	SOCX 474558	SOCX 476000	SOCX 477596	
SOCX 472948	SOCX 474658	SOCX 476126	SOCX 477711	
SOCX 472970	SOCX 474696	SOCX 476206	SOCX 477787	



The David J. Joseph Company

January 26, 1996

0106950015

199/4-New

RECEIVED
JAN 31 9 10 AM '96
OFFICE OF THE SECRETARY

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of December 18, 1995, between the following parties:

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

Lessee: BP Exploration and Oil Inc.
200 Public Square
Cleveland, OH 44114

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

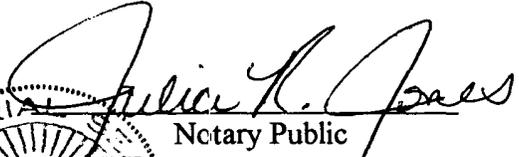
THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Contract Assistant

/jrj
Enclosures

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public

JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

