



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

VIA UPS 2nd DAY AIR

RECORDATION NO. 23964 FILED

May 6, 2002

MAY 09 '02

12-03 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated April 12, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: BP Amoco Chemical Company 150 West Warrenville Road Naperville, IL 60563</p>
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A description of the railroad equipment covered by the enclosed document is twenty-three (23) 25,498 gallon tank cars, with TGOX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor, and BP Amoco Chemical Company, Lessee, covering twenty-three (23) 25,498 gallon tank cars, with TGOX marks (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


 Amy Carone
 Manager of Documentation

Enclosures

(BPCH003)

ASSGN. NO.: BPCH003

RECORDATION NO. 23964
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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of April, 2002, by and between FIRST UNION RAIL CORPORATION, a North Carolina corporation, (including successors and assigns, "Lessor") and BP AMOCO CHEMICAL COMPANY ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 1, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

By: K. A. Dombrowski
Name: K. A. Dombrowski

Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 12th day of April, 2002.

[CORPORATE SEAL]

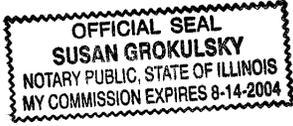
STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of April, 2002.

Susan Grokulsky
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



LESSEE:

BP AMOCO CHEMICAL COMPANY

By: [Signature]

Name: William E. Steinke

Title: Superior Field Equipment

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 20th day of March, 2002.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Du Page

I, Christine B. Geraci, a Notary Public of the County and State aforesaid, certify that WILLIAM F. STEINKE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20 day of March, 2002.

Christine B. Geraci
Notary Public

Commission Expires:

4/4/02
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-three (23)

CAR DESCRIPTIONS: 25,498 gallon tank cars, class DOT111S100W3

CAR NUMBERS: See below:

TGOX 1900
TGOX 1901
TGOX 1902
TGOX 1903
TGOX 1910
TGOX 1912
TGOX 1915
TGOX 1916
TGOX 1917
TGOX 1918
TGOX 1919
TGOX 1922
TGOX 1927
TGOX 1930
TGOX 1931
TGOX 1932
TGOX 1933
TGOX 1934
TGOX 1935
TGOX 1936
TGOX 1937
TGOX 1938
TGOX 1939
Count: 23