



CORPORATION SERVICE COMPANY

RECORDATION NO 22165-B FILED

APR 12 '06

2-28 PM

SURFACE TRANSPORTATION BOARD



March 7, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 150896-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 24, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **BP Amoco Chemical Company**
150 West Warrenville Rd
MC 605-2W
Naperville, IL 60563

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BP Amoco Chemical Company** covering 15-28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated (300867/300893) as further described on the attached Schedule A. --INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #22165 dated 05/17/1999 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

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2-28 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24th day of October, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BP AMOCO CHEMICAL COMPANY, a Delaware corporation, with an address at BP, 150 West Warrenville Road - MC605-2W, Naperville, IL 60563 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 22, 1999 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on May 17, 1999 and given Recordation Number 22165.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *William P. O'Brien*
Name: William P. O'Brien
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BP AMOCO CHEMICAL COMPANY

By: *Michael Scheppler*
Name: Michael Scheppler
Title: Logistics Manager

Schedule A

Number of Cars

Equipment Description

15 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	300867
2	DBUX	300868
3	DBUX	300869
4	DBUX	300870
5	DBUX	300871
6	DBUX	300872
7	DBUX	300873
8	DBUX	300874
9	DBUX	300887
10	DBUX	300888
11	DBUX	300889
12	DBUX	300890
13	DBUX	300891
14	DBUX	300892
15	DBUX	300893