



September 3, 2008

RECORDATION NO. 27637 FILED

Ms. Anne Quinlan
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

SEP 17 '08

4-10 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) one original and two copies of the Memorandum of Railcar Lease Agreement, dated August 22, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Tealinc, Ltd.
1606 Rosebud Creek Road
Forsyth, MT 59327

Lessee: BP Products North America Inc.
3401 Palmer Highway
Texas City, TX 77590

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

Five (5) 89 foot, 70 ton flat railcars with the numbers JOBX 29, 47, 63, 67 and 69 (formerly GADX marks with the same numbers) as more particularly set forth in the schedule attached to the document.

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com

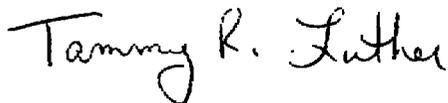
A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is our check in the amount of \$41.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return the file-stamped original/copy of the enclosed document to the undersigned.

Sincerely,



Tammy R. Luther

/tl
Enclosures

SEP 17 '08

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 22, 2008 by and between Tealinc, Ltd ("Lessor") a Montana corporation and BP Products North America Inc. ("Lessee") a Texas Corporation, with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. 082208 dated August 22, 2008 between Lessor and Lessee (hereinafter referred to as the "Lease").

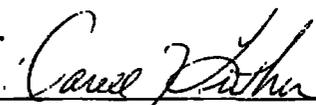
2. Pursuant to Schedule No. 082208 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the 89 foot, 70 ton flat Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:

Tealinc, Ltd.

By: 
 Print Name: Darell J. Luther
 Title: President

Address: 1606 Rosebud Creek Road
 Forsyth, MT 59328
 Phone: 406-347-5237
 Facsimile: 406-347-5239

LESSEE:

BP Products North America Inc.

By: 
 Print Name: Tracy Matheson
 Title: Procurement Specialist

Address: 3401 Palmer Highway
 Texas City, TX 77590
 Phone: 409-942-2011
 Facsimile: 409-943-2633

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

GADX 29

GADX 47

GADX 63

GADX 67

GADX 69

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

RAILCARS REMARKED TO:

JOBX 29

JOBX 47

JOBX 63

JOBX 67

JOBX 69