

JUL 07 '10 -2 30 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

20036

OF COUNSEL
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

July 7, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Notice of Partial Termination of Lease Supplement No. 3 as to 40 General Purpose Tank Cars, dated as of June 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement No. 3 to Equipment Lease 1999-C and related documents previously filed with the Board under Recordation Number 22441-D.

The name and address of the party to the enclosed document are:

Owner Trustee/

Lessor:

U.S. Bank National Association
(successor to State Street Bank and
Trust Company of Connecticut, N.A.)
225 Franklin Street
Boston, MA 02110

[Lessee:

BP Amoco Chemical Company
150 West Warrenville Road
Naperville, IL 60563]

Section Chief
July 7, 2010
Page 2

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

40 railcars TERMINATED within the series AMCX 25506 - AMCX 25704 and BPOX 25525 - BPOX 25665.

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

Notice of Partial Termination of Lease Supplement No. 3 as to 40 General Purpose Tank Cars

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

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUL 07 '10 -2 30 PM

SURFACE TRANSPORTATION BOARD

NOTICE OF PARTIAL TERMINATION OF LEASE SUPPLEMENT NO. 3
AS TO 40 GENERAL PURPOSE TANK CARS

The undersigned, U.S. BANK NATIONAL BANK (successor in interest through mesne assignments to STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION), a national banking association, not personally but in its capacity as Owner Trustee and Lessor, publishes this notice that Lease Supplement No. 3, dated as of September 27, 1999, (the "Lease Supplement No. 3") between the Lessor and BP Amoco Chemical Company, a Delaware corporation, as Lessee, with respect only to the forty (40) general purpose tank cars identified on Exhibit A hereto (collectively the "Equipment") has expired in accordance with the terms of Lease Supplement No. 3 and has been partially terminated.

The Lessor hereby acknowledges (a) that all obligations of the Lessee under Lease Supplement No. 3 with respect to the Equipment have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under Lease Supplement No. 3 with respect to the Equipment except those terms of Lease Supplement No. 3 and the documents related thereto that by their express terms survive termination and (b) with respect to the Equipment the release of all liens and security interests, if any, created by the below referenced filings with the United States Surface Transportation Board

Lease Supplement No. 3 was duly filed with the Surface Transportation Board on the date and under the Recordation Number as follows, covering the Equipment identified on Exhibit A attached hereto.

i) Lease Supplement No. 3 to Equipment Lease 1999-C between Lessor and Lessee dated as of September 27, 1999, filed with the STB on September 29, 1999 under Rec No 22441-D.

Lease Supplement No. 3 was subsequently assigned by Lessor to Bank of America, NA (successor in interest to Lasalle Bank, N.A.) pursuant to Security Agreement -Trust Deed 1999-C Supplement No. 3, dated as of September 27, 1999, duly filed on the date and under the Recordation Number as follows

i) Supplement No. 3 to Security Agreement-Trust Deed 1999-C between Owner Trustee and Indenture Trustee, dated as of September 27, 1999, filed with the STB on September 29, 1999 under Rec. No 22441-G.

The Lessor does hereby authorize the filing and recording of this Notice with the United States Surface Transportation Board in order to give effect to the foregoing

IN WITNESS WHEREOF, U S. BANK NATIONAL ASSOCIATION (successor in interest through mesne assignments to STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION), a national banking association, not personally in its capacity as Owner Trustee and/or Lessor has caused this instrument to be executed by its officer thereunto duly authorized this 28th day of June, 2010

U.S. BANK NATIONAL ASSOCIATION
(successor in interest through mesne assignments to STATE STREET BANK AND TRUST COMPANY OF CONNETICUT NATIONAL ASSOCIATION), a national banking association not personally but in its capacity as Owner Trustee and/or Lessor

By: 
Name: Michael Hopkins
Title: Vice President

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS:

On this, the 28th day of June 2010, before me, a Notary Public in and for said County and State, personally appeared Michael Hopkins, who being by me duly sworn, says that he is a Vice President of U.S. BANK NATIONAL ASSOCIATION (successor in interest through mesne assignments to STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT NATIONAL ASSOCIATION), a national banking association, not personally but in its capacity as Owner Trustee and/or Lessor, that said instrument was signed on June 28, 2010 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

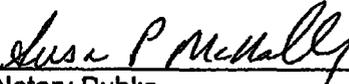

Notary Public
My Commission Expires:



EXHIBIT A TO NOTICE OF PARTIAL TERMINATION
OF LEASE SUPPLEMENT NO. 3 AS TO 40
GENERAL PURPOSE TANK CARS

**EXHIBIT A TO NOTICE OF PARTIAL
TERMINATION OF LEASE SUPPLEMENT
NO. 3 AS TO 40 GENERAL PURPOSE
TANK CARS**

| Car Number | Capacity | Build Date - Month | Build Date - Year | Current Location | Last Contained |
|-------------------|-----------------|-------------------------------|------------------------------|-------------------------|---------------------------|
| AMCX 025506 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025507 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025509 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025511 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025513 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025515 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025518 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025519 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025521 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025522 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025527 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025529 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025532 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025533 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025534 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025538 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025539 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025541 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025544 | 23525 | 1 | 78 | EACH - Damon, IA | |
| AMCX 025651 | 23553 | 1 | 79 | EACH - Damon, IA | |
| AMCX 025652 | 23553 | 1 | 79 | EACH - Damon, IA | |
| AMCX 025656 | 23544 | 1 | 79 | EACH - Damon, IA | |
| AMCX 025657 | 23525 | 1 | 79 | EACH - Damon, IA | |
| AMCX 025662 | 23680 | 1 | 80 | EACH - Damon, IA | |

| | | | | | |
|-------------|-------|----|----|---------------------|-----------------|
| AMCX 025663 | 23687 | 5 | 80 | EACH - Damon, IA | |
| AMCX 025664 | 23673 | 1 | 80 | EACH - Damon, IA | |
| AMCX 025669 | 23676 | 5 | 80 | EACH - Damon, IA | |
| AMCX 025671 | 23659 | 5 | 80 | EACH - Damon, IA | |
| AMCX 025672 | 23676 | 1 | 80 | EACH - Damon, IA | |
| AMCX 025673 | 23686 | 1 | 80 | EACH - Damon, IA | |
| AMCX 025676 | 23637 | 1 | 80 | EACH - Damon, IA | |
| AMCX 025677 | 23666 | 5 | 80 | EACH - Damon, IA | |
| AMCX 025704 | 23538 | 1 | 80 | EACH - Damon, IA | |
| AMCX 025655 | 23558 | 10 | 79 | EACH - Damon, IA | BP LUBE OILS |
| BPOX 025525 | 23525 | 1 | 78 | EACH - Damon, IA | METAXYLENE |
| BPOX 025660 | 23673 | 5 | 80 | EACH - Damon, IA | METAXYLENE |
| BPOX 025661 | 23690 | 5 | 80 | EACH - Damon, IA | METAXYLENE |
| BPOX 025665 | 23680 | 5 | 80 | EACH - Damon, IA | METAXYLENE |
| AMCX 025654 | 23xxx | | 79 | EACH - Damon, IA | Styrene |
| AMCX 025667 | 23xxx | | 80 | EACH - Damon, IA | Styrene |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/7/10



Robert W. Alvord