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SURFACE TRANSPORTATION BOARD



May 1, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of December 15, 2011 between the following parties:

Lessee: BP Products North America, Inc.  
150 West Warrenville Road  
Naperville, IL 60563

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

Please see Exhibit A for the equipment, (18) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of December 15, 2011 related to eighteen (18) railcars bearing reporting marks: SOCX4166 through SOCX4218, sporadic.

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

A handwritten signature in black ink, appearing to read 'Shirley Terry', is written over the typed name.

Shirley Terry  
Administrative Assistant

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**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT****SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 15<sup>th</sup> day of December, 2011, is intended to evidence the lease dated as of December 15, 2011 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **BP PRODUCTS NORTH AMERICA, INC.**, a Maryland corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the eighteen (18) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting 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.

**THE DAVID J. JOSEPH COMPANY****BP PRODUCTS NORTH AMERICA, INC.**By: Kelly C. PoelleinBy: John F. GustafsonName: Kelly C. PoelleinName: John F. GustafsonTitle: Vice President, Finance - BrokerageTitle: Rail Equipment Mgr - NA RailDate: December 15, 2011Date: January 9, 2012

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON )

SS:

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of December, 2011, by Kelly C. Poellein, the Vice President, Finance - Brokcrage. of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

*Angela Denise Watts*  
Notary Public

My Commission has no expiration.

ANGELA DENISE WATTS  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147 03 O.R.C.

STATE OF Illinois )  
 )  
COUNTY OF DePage )

SS:

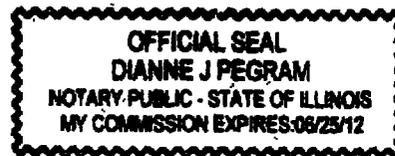
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of January, 2012 *BJP*, by

John F. Mustafson, the Trail Equipment Mgr. of BP Products North America, Inc., a Maryland corporation, on behalf of the corporation.

*Dianne J. Pegram*  
Notary Public

My Commission expires:

06/25/12



**EXHIBIT A**

To the Memorandum of Lease dated December 15, 2011, between The David J. Joseph Company and BP Products North America, Inc.

**DESCRIPTION OF UNITS**

Eighteen (18) railcars bearing reporting marks as follows:

SOCX 4166  
SOCX 4170  
SOCX 4173  
SOCX 4174  
SOCX 4178  
SOCX 4179  
SOCX 4182  
SOCX 4184  
SOCX 4185  
SOCX 4186  
SOCX 4200  
SOCX 4201  
SOCX 4203  
SOCX 4205  
SOCX 4206  
SOCX 4208  
SOCX 4209  
SOCX 4218