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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
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www.firstunionrail.com

Via Fed Ex Overnight

March 18, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re. Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated March 1, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 28080.

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

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee	BP Amoco Chemical Company 150 W Warrenville Rd Naperville, IL 60563
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A description of the railroad equipment covered by the enclosed document is for two (2) tank cars having FURX marks (see Exhibit A for car numbers)

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

Also enclosed is a check in the amount of \$42 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 regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(BPAC005)

MAR 19 '13 -4 41 PM

ASSGN. NO : BPAC005

MEMORANDUM OF LEASE

~~SUBJECT TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of March, 2013, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, 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 October 20, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2012, 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

By: [Signature]

Name: _____

JOHN J. THOMAS
PRESIDENT

Title: _____

ATTEST

By: [Signature]
Name: GEORGIA FREIBURGER

Title: MGR OF DOCUMENTATION Executed on this 13th day of March, 2013

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Jamie L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of March, 2013

[Signature]
Notary Public

My Commission Expires.
8-2-2014
(Notary Public)

LESSEE:

BP AMOCO CHEMICAL COMPANY

ATTEST:

By: John Gustafson

Name: John Gustafson

Title: Rail Equipment Manager

By: Dianne J Pegram

Name: DIANNE J PEGRAM

Title: ADMIN ASSISTANT

Executed on this 1st day of March, 2013.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF DuPage

I, Dianne J Pegram, a Notary Public of the County and State aforesaid, certify that John Gustafson personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of March, 2013

Dianne J Pegram
Notary Public

Commission Expires
06/25/16
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two (2)

DESCRIPTION OF CAR: Tank Cars

CAR NUMBER: FURX 123772 and FURX 123779