

August 3, 2016

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE:AMCO05001

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as July 12, 2016 to a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: BP AMOCO CHEMICAL COMPANY
 30 S. Wacker Drive
 Chicago, IL 60606
 Attention: John Gustafson

Lessor: The CIT Group/Equipment Financing, Inc.
 30 South Wacker Drive, Suite 2900
 Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series Car# BPRX 106040 through Car # BPRX 106199 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.
If you have any questions or concerns, please contact Connie Davis at 312.906.5871.

Best regards,

Connie Davis
Sr. Contract Specialist

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12th day of July, 2016, is made by CIT BANK, N.A., a federally chartered national association, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and BP AMOCO CHEMICAL COMPANY, a Delaware corporation, with an address at 30 S. Wacker Drive, Chicago, IL 60606 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

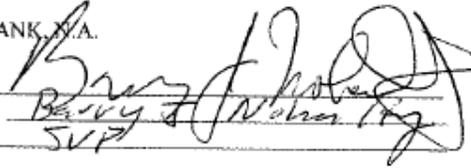
WHEREAS, the Lessor and the Lessee are parties to that certain Master Net Railcar Lease (the "Master Lease") dated and effective July 12, 2016 and Schedule No. 01 thereto dated and effective of July 12, 2016 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties 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.

CIT BANK, N.A.

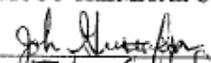
By: 

Name: Barry J. Nelson

Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by all necessary corporate or company authority and that the execution of this Memorandum is 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: 

Name: John Gustafson

Title: Rail Equipment Manager

Schedule A

<u>Quantity</u>	<u>Description</u>
128	5,250 cuft, covered hopper pneumatic cars

Car Mark & Number	Car Mark & Number	Car Mark & Number
1 BPRX 106040	46 BPRX 106087	91 BPRX 106141
2 BPRX 106041	47 BPRX 106088	92 BPRX 106142
3 BPRX 106042	48 BPRX 106089	93 BPRX 106143
4 BPRX 106043	49 BPRX 106090	94 BPRX 106162
5 BPRX 106044	50 BPRX 106091	95 BPRX 106163
6 BPRX 106045	51 BPRX 106092	96 BPRX 106164
7 BPRX 106046	52 BPRX 106093	97 BPRX 106165
8 BPRX 106047	53 BPRX 106094	98 BPRX 106166
9 BPRX 106048	54 BPRX 106095	99 BPRX 106167
10 BPRX 106049	55 BPRX 106096	100 BPRX 106168
11 BPRX 106050	56 BPRX 106097	101 BPRX 106169
12 BPRX 106051	57 BPRX 106098	102 BPRX 106170
13 BPRX 106052	58 BPRX 106099	103 BPRX 106171
14 BPRX 106053	59 BPRX 106100	104 BPRX 106173
15 BPRX 106054	60 BPRX 106101	105 BPRX 106174
16 BPRX 106055	61 BPRX 106102	106 BPRX 106175
17 BPRX 106057	62 BPRX 106103	107 BPRX 106176
18 BPRX 106058	63 BPRX 106104	108 BPRX 106177
19 BPRX 106059	64 BPRX 106105	109 BPRX 106178
20 BPRX 106060	65 BPRX 106106	110 BPRX 106179
21 BPRX 106061	66 BPRX 106107	111 BPRX 106180
22 BPRX 106062	67 BPRX 106108	112 BPRX 106181
23 BPRX 106063	68 BPRX 106109	113 BPRX 106182
24 BPRX 106065	69 BPRX 106110	114 BPRX 106183
25 BPRX 106066	70 BPRX 106119	115 BPRX 106184
26 BPRX 106067	71 BPRX 106120	116 BPRX 106185
27 BPRX 106068	72 BPRX 106121	117 BPRX 106186
28 BPRX 106069	73 BPRX 106123	118 BPRX 106187
29 BPRX 106070	74 BPRX 106124	119 BPRX 106188
30 BPRX 106071	75 BPRX 106125	120 BPRX 106190
31 BPRX 106072	76 BPRX 106126	121 BPRX 106192
32 BPRX 106073	77 BPRX 106127	122 BPRX 106193
33 BPRX 106074	78 BPRX 106128	123 BPRX 106194
34 BPRX 106075	79 BPRX 106130	124 BPRX 106195
35 BPRX 106076	80 BPRX 106138	125 BPRX 106196
36 BPRX 106077	81 BPRX 106144	126 BPRX 106197
37 BPRX 106078	82 BPRX 106147	127 BPRX 106198
38 BPRX 106079	83 BPRX 106151	128 BPRX 106199
39 BPRX 106080	84 BPRX 106153	
40 BPRX 106081	85 BPRX 106154	
41 BPRX 106082	86 BPRX 106157	
42 BPRX 106083	87 BPRX 106158	
43 BPRX 106084	88 BPRX 106159	
44 BPRX 106085	89 BPRX 106160	
45 BPRX 106086	90 BPRX 106161	