

FIRST UNION RAIL

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VIA FEDERAL EXPRESS

October 30, 2013

RECORDATION NO. 18992-E **FILED**

NOV 01 '13 -4 09 PM

SURFACE TRANSPORTATION BOARD

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

Re: Memorandum of Full Release and Termination of Security Interest under Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1)

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Full Release and Termination of Security Interest under Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1) dated October 15, 2013. The enclosed documents relate to the Memorandum of Trust Indenture and Security Agreement (Phillips Trust 94-1) and Memorandum of Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1) which were duly filed with the Surface Transportation Board on September 27, 1994 at 1:25 p.m. under Recordation Numbers 18992 and 18992-A respectively.

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

Owner Trustee/Debtor: Wilmington Trust Company, 1100 North Market St., Wilmington, DE 19890

Indenture Trustee/Secured Party: U.S. Bank National Association,
As successor to Shamut Bank Connecticut National Association
225 Asylum Street, Floor 23
Hartford, CT 06103

A description of the railroad equipment covered by the enclosed document is for two thousand three hundred eighty-four (2384) tank cars and covered hopper cars; (see Exhibit A for car numbers.)

A short summary of the document to appear in the index follows: Memorandum of Full Release and Termination of Security Interest under Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 (Phillips Trust 94-1)

Enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy 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

(PHIL002-PHIL009)

**FULL RELEASE AND TERMINATION OF SECURITY INTEREST UNDER
TRUST INDENTURE AND SECURITY AGREEMENT AND
TRUST INDENTURE SUPPLEMENT NO. 1 (PHILLIPS TRUST NO. 94-1)
UNDER RECORDATION NUMBERS 18992 AND 18992-A**

THIS FULL RELEASE AND TERMINATION OF SECURITY INTEREST dated October 15, 2013 by U.S. Bank National Association, as successor to Shawmut Bank Connecticut, National Association, as Indenture Trustee (the "Secured Party"), relating to that certain Trust Indenture and Security Agreement dated as of September 1, 1994 and Trust Indenture Supplement No. 1 dated September 28, 1994 (together the "Agreements").

WHEREAS, a Memorandum of Trust Indenture and Security Agreement (Phillips Trust No. 94-1) dated September 23, 1994 was deposited and registered with the Surface Transportation Board on September 27, 1994 under Recordation Number 18992, and a Memorandum of Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1) dated September 28, 1994 was deposited and registered with the Surface Transportation Board on September 27, 1994 under Recordation Number 18992-A; and

WHEREAS, the obligations secured by the Agreements have been satisfied and discharged for the covered hopper cars and tank cars (the "Equipment") identified on Exhibit A attached hereto, and the Secured Party wishes to release the record of its security interest in and to the Equipment.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the Secured Party does hereby fully terminate the security interest in the Equipment identified on Exhibit A attached hereto, covered by the Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 and does hereby fully release and discharge the Equipment covered by said Agreements.

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SURFACE TRANSPORTATION BOARD

EXHIBIT A TO FULL RELEASE
AND TERMINATION OF SECURITY
INTEREST

Part A - Rail Cars (Class A)

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
8 (1969)	GATC - 33,500 gal, High Pressure Tank Cars	33683, 33696 33697, 33702 33703, 33708 33709, 33712
25 (1970)	GATC - 33,500 gal, Low Pressure Tank Cars	53676, 53677 53679 -53682 53684 -53691 53693 -53695 53698, 53699 53701, 53704 -53707 53710, 53711
93 (1970)	GATC - 33,500 gal, High Pressure Tank Cars	33713 -33753 33755 -33796 33798 -33807
38 (1971)	ACF Model 5700, 5700 cu ft Covered Hopper Cars	5776 - 5787 5789 - 5807 5809 - 5815
72 (1971)	GATC - 33,500 gal, High Pressure Tank Cars	41601 -41622 41624 -41642 41644 -41666 41668 -41675
14 (1972)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	5816 - 5818 5820 - 5830
45 (1973)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	5831 - 5875
295 SUBTOTAL		

Part B - Rail Cars (Class B)

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
110 (1976)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	5876 - 5913 5915 - 5971 5973 - 5987
108 (1977)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	5988 - 6029 6031 - 6084 6086 - 6097
25 (1977)	Pullman-Standard, 5820 cu ft Covered Hopper Cars	9001 - 9025

4	(1977)	Richmond Tank - 23,500 gal Low Pressure Tank Cars	23401 - 23404
3	(1977)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	1976 - 1978
154	(1977)	Pullman-Standard, 5820 cu ft Covered Hopper Cars	9026 - 9140 9142 - 9180
6	(1979)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	1979 - 1984
60	(1979)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6098 - 6108 6110 - 6140 6142 - 6159
343	(1980)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6161 - 6178 6180 - 6185 6187 - 6343 6345 - 6383 6385 - 6496 6398 - 6434 6436 - 6503 6505 - 6510
42	(1980)	Trinity - 13,500 gal, Low Pressure Tank Cars (Sulfur)	13501 - 13517 13519 - 13524 13526 - 13544
49	(1980)	Union Tank - 23,500 gal Low Pressure Tank Cars	23501 - 23503 23505 - 23550
97	(1980)	Trinity - 34,000 gal, High Pressure Tank Cars	33808 - 33817 33819 - 33833 33835 - 33881 33883 - 33907
50	(1980)	Richmond Tank - 34,000 gal High Pressure Tank Cars	34001 - 34050

1051 SUBTOTAL

Part C - Rail Cars (Class C)

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
100 (1981)	Pullman-Standard 5820 cu ft Covered Hopper Cars	6611 - 6610
50 (1981)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6611 - 6660

100	(1981)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6662, 6664 - 6689 6691, 6694, 6695 6698 - 6704 6706, 6707 6710 - 6713 6715 - 6730 6732, 6734 - 6749 6751 - 6754 6757 - 6759 6761 - 6770 6772 - 6778
18	(1981)	Union Tank 5820 cu ft Covered Hopper Cars	9181 - 9198
130	(1981)	Trinity - 34,000 gal, High Pressure Tank Cars	33908 -33982 34051 -34103 34106, 34107
5	(1982)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	1985-1989
27	(1982)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6661, 6663 6690, 6692 6693, 6696 6697, 6705 6708, 6714 6731, 6733 6750, 6755 6760, 6779 - 6790
19	(1982)	Trinity - 34,000 gal, High Pressure Tank Cars	34104, 34105 34108 -34123 34125
1	(1983)	Thrall Car - 5800 cu ft Covered Hopper Car	2000
450 SUB TOTAL			

Part D - Rail Cars (Class D)

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
115	(1987) Thrall Car - 5800 cu ft Covered Hopper Cars	2001 - 2079 2081 - 2116
55	(1987) ACF Model "Chem-King" 5800 cu ft Covered Hopper Cars	6801 - 6850 6852 - 6856
87	(1987) Thrall Car - 5800 cu ft Covered Hopper Cars	2117 - 2203
43	(1988) ACF Model "Chem-King" 5800 cut ft Covered Hopper Cars	6871 - 6913

67	(1988)	Union Tank - 30,000 gal Low Pressure Tank Cars	29401 - 29414 29416 - 29468
48	(1989)	Thrall Car - 5800 cu ft Covered Hopper Cars	2325 - 2349 2351 - 2373
121	(1990)	Thrall Car - 5800 cu ft Covered Hopper Cars	2204 - 2324
10	(1990)	Trinity - 23,500 gal Low Pressure Tank Cars	23551 - 23560
42	(1990)	Trinity - 30,000 gal Low Pressure Tank Cars	29471 - 29512

588 SUB TOTAL

2384 GRAND TOTAL