

MAR 31 1981 11 20 AM CITIES SERVICE COMPANY
BOX 300

INTERSTATE COMMERCE COMMISSION

TULSA, OKLAHOMA 74102

JENIFER L. EW BANK
ATTORNEY

1-090A035

LEGAL DIVISION
RECEIVED
MAR 31 11 15 AM '81
March 27, 1981

REGISTERED MAIL
RETURN RECEIPT REQUESTED

MAR 31 1981
50.00
2.11

Interstate Commerce Commission
Office of the Secretary
Washington, D.C. 20423

Re: Recordation of Documents

Gentlemen:

Enclosed for recordation pursuant to 49 CFR §1116.1 et seq. are the original and three certified copies of a Transfer Agreement between Cities Service Pipe Line Company as Transferor and Cities Service Company as Transferee. The Transfer Agreement is effective as of December 31, 1980, and the address for both parties is P.O. Box 300, Tulsa, Oklahoma.

One hundred and five (105) of the rail tank cars are held under a "Sublease of Railroad Equipment" dated September 11, 1971, between Phillips Petroleum Company and Cities Service Pipe Line Company. That document was filed with the ICC on October 15, 1971, at 4:40 p.m. and assigned recordation number 6361.

A description of the 105 rail tank cars is as follows:

Type - DOT 111A100W3

Number and Size - Cars numbered 10036, 10094-10096, and 10098-10110 have a capacity of between 11,000 and 11,900 gallons. The remaining cars numbered 10000-10016, 10018-10021, 10023-10035, 10037-10040, 10042-10045, 10047-10057, and 10059-10095 have a capacity of approximately 10,450 gallons.

Identifying Marks - The cars will continue to be marked CSOX.

Road or Serial Numbers - The Automatic Car Identification (ACI) number will continue to be 1133.

The Transfer Agreement also relates to one hundred and nineteen (119) rail tank cars which were owned by Cities Service Pipe Line Company. Twenty (20) of these rail cars were originally subject to a lease between Rental Transportation, Inc. and Cities Service Oil Company dated February 1, 1960, and subsequently amended. Documents relevant to those cars were filed as follows:

- A. Railroad Equipment Lease recorded April 13, 1960, at 11:00 A.M. with recordation number 1759.
- B. Supplement No. 3 recorded August 12, 1960, at 4:10 P.M. with recordation number 1759-J.
- C. Supplement No. 4 recorded December 5, 1960, at 10:45 A.M. with recordation number 1759-J.
- D. Supplement No. 5 recorded November 20, 1961, at 1:15 P.M. with recordation number 1759-M.
- E. Assignment of Railroad Equipment Lease recorded May 7, 1968, at 4:15 P.M. with recordation number 1759-R.
- F. Supplement No. 7 filed April 21, 1978, at 12:15 P.M. with recordation number 1759-T.
- G. Release recorded September 22, 1980, at 10:25 A.M. with recordation numbers 1759-X and 1759-Y.
- H. Release and Rail Car Deed recorded November 21, 1980, at 3:00 P.M. with recordation numbers 1759-Z and 1759-AA.

A description of those 20 cars is as follows:

Type - DOT 111A100W1

Number and Size - All of the cars have an individual capacity of 20,000 gallons and are numbered 20,000-20,014 and 20,020-20,024.

Identifying Marks - The cars will continue to be marked CSOX.

Road or
Serial Numbers - The Automatic Car Identification (ACI) number will continue to be 1133.

Information regarding the remaining ninety-nine (99) cars which were owned by Cities Service Pipe Line Company is as follows:

Type - Cars numbered 20-22, 23,500-23,502 and 25,000-25,001 are DOT 111A100W1. The remaining cars are DOT 111A100W3.

Number and Size - These cars numbered 20-22 have a capacity of approximately 20,690 gallons. Five cars numbered 23500-23502 and 25000-25001 have a capacity of approximately 23,600 gallons. The remaining cars numbered 2699, 2800-2815, 2818-2858, 2860-2874, 2876-2885, and 2887-2894 have an individual capacity of 10,900 to 11,000 gallons.

Identifying Marks - The cars will continue to be marked CSOX.

Road or Serial Numbers - The Automatic Car Identification (ACI) number will continue to be 1133.

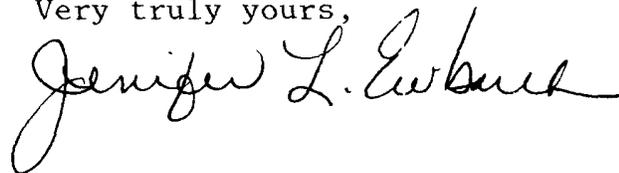
I have also enclosed Cities Service Company's check number 1242131 dated March 25, 1981, in the amount of Fifty Dollars (\$50.00) in payment of the recordation fee.

If there are any questions, you may contact me at the following address and phone number:

Jenifer L. Ewbank
Cities Service Company
P.O. Box 300
Tulsa, Oklahoma 74102
(918) 561-8965

Thank you for your assistance in this matter.

Very truly yours,



JLE/rf
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/1/81

OFFICE OF THE SECRETARY

Jenifer L. Ewbank, Atty.
Cities Service Company
Box 300
Tulsa, Oklahoma 74102

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/3/1/81 at 11:20am, and assigned re-
recording number(s). **6361-A**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

REGISTRATION NO. 6361-A
MAR 31 1981 11 20 AM
INTERSTATE COMMERCE COMMISSION

TRANSFER AGREEMENT

This Agreement is made and entered into between Cities Service Pipe Line Company ("Pipe Line") and Cities Service Company ("Cities Service").

1. This Agreement covers two hundred twenty-four (224) rail tank cars (the "Cars") used by the Petroleum Products Group of Cities Service in its operations which are identified as:

(a) 105 Cars held under a "Sublease of Railroad Equipment" ("Sublease") dated September 11, 1971, between Phillips Petroleum Company and Pipe Line, which Cars are numbered as:

CSOX 10000 - 10016
CSOX 10018 - 10021
CSOX 10023 - 10040
CSOX 10042 - 10045
CSOX 10047 - 10057
CSOX 10059 - 10096
CSOX 10098 - 10110

(b) 119 Cars owned by Pipe Line which Cars are numbered as:

CSOX 2699
CSOX 2800 - 2815
CSOX 2818 - 2858
CSOX 2860 - 2874
CSOX 2876 - 2885
CSOX 2887 - 2894
CSOX 23500 - 23502
CSOX 25000 - 25001
CSOX 20 - 22
CSOX 20000 - 20014
CSOX 20020 - 20024

2. Pipe Line hereby sells, assigns and transfers all of its right, title and interest in the Cars to Cities Service, effective as of December 31, 1980, upon payment by Cities Service of \$344,998.75, such amount representing the net book value of Pipe Line's investment in the Cars. See Attachment A.

Cities Service hereby agrees to assume, pay and perform from and after December 31, 1980, as and when due, all duties, obligations and liabilities of Pipe Line under the aforementioned Sublease with Phillips Petroleum Company, but only to the extent said duties, obligations and liabilities are attributable to the 105 cars identified in (a) above.

Cities Service also agrees to assume, pay and perform from and after December 31, 1980 as and when due all duties, obligations and liabilities of Pipe Line with respect to all Cars identified in (a) and in (b) above regardless of when any such duty, obligation and liability may be or have been incurred

and Pipe Line agrees that all monies received or income attributable to those Cars which is received after December 31, 1980, shall inure to Cities Service regardless of when such money or income may be or have been earned.

3. Title to and all interest in the Cars will pass to Cities Service on December 31, 1980, and Pipe Line will thereafter have no ownership or lease interest whatsoever in the Cars.

4. Cities Service shall take possession of the Cars on December 31, 1980, or as soon thereafter as is practicable at Beaumont, Texas. All out-of-pocket expense associated with the transfer of or taking possession of the Cars shall be borne by Cities Service.

5. Neither party warrants the condition of the Cars to the other party, or makes any representation pertaining thereto.

6. The laws of the State of Texas shall be applicable to the sale, assignment and transfer of the Cars pursuant to this agreement and to any right or obligation arising hereunder.

This Agreement is dated as of and effective on December 31, 1980.

CITIES SERVICE COMPANY

CITIES SERVICE PIPE LINE COMPANY

By *John H. Oltmann*
Name John H. Oltmann

By *H. R. Slack*
Name H. R. Slack

Title Vice President-Lubricants and
Specialty Products

Title President

STATE OF OKLAHOMA)
) SS:
COUNTY OF TULSA)

Before me, a Notary Public in and for said county and state, on this 27th day of March, 1981, personally appeared John H. Oltmann, who is Vice President-Lubricants of Cities Service Company, to me known to be the identical person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Cities Service Company, and that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

My commission expires the 28th day of April, 19 82.

Susan J. Shoenhafr
Susan J. Shoenhafr
Notary Public

BOX 500, TULSA, OK

INVOICE NO 24165

INVOICE DATE December 31, 1980

SALES SLIP NO.

F. O. B.

SHIPPED FROM

SOLD TO

Cities Service Company
Lubes & Spec. Products
Tulsa, OK

YOUR ORDER NO. _____ DATE ORDERED _____ DATE SHIPPED _____ PLEASE FORWARD REMITTANCE

SHIPPED TO _____ SHOWING INVOICE NUMBER

DESTINATION _____ TO: CASH OPERATIONS DEPT.

QUANTITY	DESCRIPTION	UNIT PRICE	GROSS	DISCOUNT	NET
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To charge you, at net book value, as of December 31, 1980 for tank cars and leasehold improvements.

Tank Cars	NO.	Original Cost	Acc. Depreciation	Net Book Value
Propane (1955)	91	921,458.45 ✓	829,312.56	92,145.89
Penn Acquisition	3	56,755.00 ✓	51,079.52	5,675.48
General Purpose	5	111,165.00 ✓	31,190.88	79,974.12
Leased Cars	20	364,200.00 ✓	202,317.60	161,882.40
Leasehold Imp.	105	174,784.86 ✓	169,464.00	5,320.86
		1,628,363.31	1,283,364.56	\$ 344,998.75
				Total Due

STATE OF OKLAHOMA)
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COUNTY OF TULSA)

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My commission expires the 28th day of April,
1982.

Susan J. Shoenhair

Susan J. Shoenhair
Notary Public

REC'DATION NO. 6361-R
MAR 31 1981 - 11 20 AM
INTERSTATE COMMERCE COMMISSION

TRANSFER AGREEMENT

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- CSOX 2876 - 2885
- CSOX 2887 - 2894
- CSOX 23500 - 23502
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Cities Service hereby agrees to assume, pay and perform from and after December 31, 1980, as and when due, all duties, obligations and liabilities of Pipe Line under the aforementioned Sublease with Phillips Petroleum Company, but only to the extent said duties, obligations and liabilities are attributable to the 105 cars identified in (a) above.

Cities Service also agrees to assume, pay and perform from and after December 31, 1980 as and when due all duties, obligations and liabilities of Pipe Line with respect to all Cars identified in (a) and in (b) above regardless of when any such duty, obligation and liability may be or have been incurred

STATE OF OKLAHOMA)
) SS:
COUNTY OF TULSA)

Before me, a Notary Public in and for said county and state, on this 27th day of March, 1981, personally appeared H. R. Slack, who is President of Cities Service Pipe Line Company, to me known to be the identical person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Cities Service Pipe Line Company, and that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

My commission expires the 28th day of April, 1982.


Susan J. Shoenhair
Notary Public



ATTACHMENT A

INVOICE NO 24165

INVOICE DATE December 31, 1980

SALES SLIP NO.

F. O. B.

SHIPPED FROM

SOLD TO

Cities Service Company
Lubes & Spec. Products
Tulsa, OK

YOUR ORDER NO. _____ DATE ORDERED _____ DATE SHIPPED _____ PLEASE FORWARD REMITTANCE

SHIPPED TO
DESTINATION

SHOWING INVOICE NUMBER
TO: CASH OPERATIONS DEPT.

QUANTITY	DESCRIPTION	UNIT PRICE	GROSS	DISCOUNT	NET
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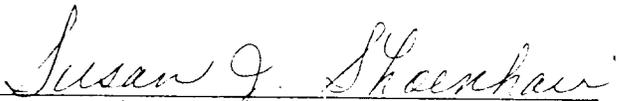
To charge you, at net book value, as of December 31, 1980 for tank cars and leasehold improvements.

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My commission expires the 28th day of April,
1982.



Susan J. Shoenhair
Notary Public

I, Susan J. Shoenhair, a notary public in and for said county and state, on this 27th day of March, 1981, do hereby certify that the foregoing copy has been compared by me with the original document and is a true and correct copy in all respects of the Transfer Agreement, dated as of December 31, 1980, between Cities Service Pipe Line Company and Cities Service Company.

My commission expires the 28th day of April, 1982.


Susan J. Shoenhair
Susan J. Shoenhair
Notary Public