



[CORPORATE SEAL]

WILMINGTON TRUST COMPANY,  
not in its individual capacity  
except as otherwise expressly  
provided but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of  
September, 1994.

STATE OF **CONNECTICUT**  
COUNTY OF **HARTFORD**) SS

On this 23<sup>rd</sup> of SEPTEMBER, 1994, before me personally appeared STEVEN CIMALORE, to me personally known, who being by me duly sworn, said that he is VICE PRESIDENT of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Dawn P. Heintz  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_  
**DAWN P. HEINTZ**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAY 31, 1997

STATE OF \_\_\_\_\_ ) SS  
COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ of \_\_\_\_\_, 199\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, said that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said banking corporation on such day by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

Exhibit A to  
 Memorandum of Trust Indenture  
 Indenture Supplement  
 (Phillips Trust No. 94-1)

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	6511 - 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

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(PHILLIPS TRUST NO. 94-1)

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 27, 1994 by and between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION as Indenture Trustee, a national banking association ("Indenture Trustee"), WILMINGTON TRUST COMPANY, a Delaware banking corporation not in its individual capacity except as expressly provided herein, but solely as Owner Trustee under the Trust Agreement ("Owner Trustee").

W I T N E S S E T H:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (Phillips Trust No. 94-1) (the "Trust Indenture"), dated as of September 1, 1994, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1), dated September 27, 1994, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to covered hopper cars and tank cars bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

SHAWMUT BANK CONNECTICUT,  
NATIONAL ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_th day of  
September, 1994.

[CORPORATE SEAL]

WILMINGTON TRUST COMPANY,  
not in its individual capacity  
except as otherwise expressly  
provided but solely as Owner  
Trustee

By W. C. Sporenberg

Name: W. Chris Sporenberg  
Title: Financial Services Officer

Executed on this 23<sup>rd</sup> day of  
September, 1994.

STATE OF )  
 ) SS  
COUNTY OF )

On this \_\_\_\_\_ of \_\_\_\_\_, 199\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, said that he is \_\_\_\_\_ of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

STATE OF Delaware  
COUNTY OF New Castle ) SS

On this 23rd of Sept, 1994, before me personally appeared W. CHRIS SPONENE, JR., to me personally known, who being by me duly sworn, said that he/she is financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said banking corporation on such day by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sonja F. Allen  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

SONJA F. ALLEN  
NOTARY PUBLIC  
My Commission expires May 30, 1995

Exhibit A to  
 Memorandum of Trust Indenture  
 Indenture Supplement  
 (Phillips Trust No. 94-1)

Part A - Rail Cars (Class A)

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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

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43	(1988) ACF Model "Chem-King" 5800 cut ft Covered Hopper Cars	6871 - 6913

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