

C100380032

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW
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RECORDATION NO. 18993 A+B
FILED 1425

SEP 27 1994 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

September 27, 1994

New Recordation No. and -A and -B

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a primary document and two related secondary documents, not previously recorded.

The document to be recorded under a new Recordation No. is entitled Memorandum of Equipment Lease Agreement (Phillips Trust No. 94-1), made and entered into as of September 1, 1994, and is a lease by the Lessor to the Lessee of covered hopper cars and tank cars identified in Schedule A.

The document to be recorded under -A of the new Recordation No. is entitled Memorandum of Lease Supplement (Phillips Trust No. 94-1) No. 1 made and entered into as of September 28, 1994 and acts to make applicable the terms and provisions of the related Equipment Lease Agreement (Phillips Trust No. 94-1) to those covered hopper cars and tank cars identified in Schedule A thereto.

The parties to the two above-mentioned documents are:

Wilmington Trust Company - Lessor
1100 North Market Street
Rodney Square North
Wilmington, DE 19890

Phillips Petroleum Company - Lessee
Forth and Keeler
Bartlesville, OK 74004

SEP 27 1 22 PM '94
LICENSING DIVISION
OFFICE OF THE CLERK

The document to be recorded under -B of the new Recordation No. is entitled Memorandum of Lease Assignment (Phillips Trust No. 94-1) made and entered into as of September 1, 1994 and is an assignment of a security interest in the covered hopper cars and tank cars identified in Schedule A thereto and the rents and other proceeds therefrom by the Owner Trustee/Lessor/Assignor to the Indenture Trustee/Assignee.

The parties to the above-mentioned Memorandum of Lease Assignment (Phillips Trust No. 94-1) recorded under -B of the new Recordation No. are:

Wilmington Trust Company - Owner Trustee/Lessor/Assignor
1100 North Market Street
Rodney Square North
Wilmington, DE 19890

Counterparts - 9 H. Garrison

DONELAN, CLEARY, WOOD & MASER, P. C.

Shawmut Bank Connecticut,
National Association
777 Main Street
Hartford, CT 06115

- Indenture Trustee/Assignee

Please index separately the name of the above-mentioned Assignee, in the ICC "Vendee/Assignee" Index Book ("white pages") as follows:

Index under Shawmut Bank Connecticut, National Association saying, "See Recordation No. 18993 -B."

The units of equipment covered by the three enclosed documents are as mentioned above.

A short summary to be put in the ICC Index Book as to the Memorandum of Equipment Lease Agreement (Phillips Trust No. 94-1) and the related Memorandum of Lease Supplement (Phillips Trust No. 94-1) recorded respectively under a new Recordation No. and -A of the new Recordation No., is as follows:

"Covers lease of tank cars and covered hopper cars in Schedule A."

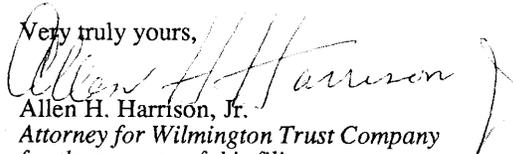
A short summary to be put in the ICC Index Book as to the Memorandum of Lease Assignment (Phillips Trust No. 94-1), recorded under -B of the new Recordation No., is as follows:

"Assignment of security interest in units in Schedule A and rents and proceeds therefrom."

Enclosed is a check in the amount of fifty four dollars (\$54.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for Wilmington Trust Company
for the purpose of this filing.

Honorable Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures
BY HAND
8339-020

New Member

RECORDATION NO. 18993 FILED 1425

SEP 27 1994 - 1 25 PM

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (PHILLIPS TRUST NO. 94-1) INTERSTATE COMMERCE COMMISSION

Memorandum of Equipment Lease Agreement (Phillips Trust No. 94-1) made and entered into as of September 1, 1994 by and between 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 ("Lessor") and PHILLIPS PETROLEUM COMPANY, a Delaware corporation ("Lessee").

W I T N E S S E T H:

The undersigned have entered into that certain Equipment Lease Agreement (Phillips Trust No. 94-1), dated as of September 1, 1994, whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain covered hopper cars and tank cars bearing road numbers as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the terms defined in said Equipment Lease Agreement (Phillips Trust No. 94-1).

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]

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

By:

Name:

Title:

Patricia A. Evans
Financial Services Officer

Executed on this 23rd day of September 1994

[CORPORATE SEAL]

PHILLIPS PETROLEUM COMPANY

By:

Name:

Title:

Executed on this ____ day of September 1994.

Exhibit A to
Memorandum of Equipment Lease Agreement
(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 EQUIPMENT LEASE AGREEMENT (PHILLIPS TRUST NO. 94-1)

Memorandum of Equipment Lease Agreement (Phillips Trust No. 94-1) made and entered into as of September 1, 1994 by and between 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 ("Lessor") and PHILLIPS PETROLEUM COMPANY, a Delaware corporation ("Lessee").

W I T N E S S E T H:

The undersigned have entered into that certain Equipment Lease Agreement (Phillips Trust No. 94-1), dated as of September 1, 1994, whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain covered hopper cars and tank cars bearing road numbers as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the terms defined in said Equipment Lease Agreement (Phillips Trust No. 94-1).

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]

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

[CORPORATE SEAL]

PHILLIPS PETROLEUM COMPANY

By: L. L. McCall

Name: L. L. McCall
Title: Assistant Treasurer

Executed on this 23rd 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 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 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 *Oklahoma*)
) SS
COUNTY OF *Washington*)

On this 23rd of September, 1994, before me personally appeared J. J. McCall, to me personally known, who being by me duly sworn, said that he/she is Assistant Treasurer of PHILLIPS PETROLEUM COMPANY, that said instrument was signed on behalf of said 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.

Anna J. Anderson
Notary Public

[NOTARIAL SEAL]

My commission expires: January 6, 1997

Exhibit A to
Memorandum of Equipment Lease Agreement
(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
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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
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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
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1051 SUBTOTAL

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

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10	(1990)	Trinity - 23,500 gal Low Pressure Tank Cars	23551 -23560
42	(1990)	Trinity - 30,000 gal Low Pressure Tank Cars	29471 - 29512

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