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RECORDATION NO. 18993 -B FILED 1425

SEP 27 1994 - 1 25 PM  
INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF EQUIPMENT LEASE ASSIGNMENT  
(PHILLIPS TRUST NO. 94-1)**

Memorandum of Equipment Lease Assignment, made and entered into as of September 1, 1994, among WILMINGTON TRUST COMPANY, as Owner Trustee and SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, as Indenture Trustee.

**W I T N E S S E T H:**

1. Wilmington Trust Company and Phillips Petroleum Company have entered into an Equipment Lease Agreement (Phillips Trust No. 94-1), dated as of September 1, 1994, and Lease Supplement (Phillips Trust No. 94-1) No. 1 thereto, dated September 28, 1994, covering the 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 94-1).

2. Memoranda of said Equipment Lease Agreement (Phillips Trust No. 94-1) and of said Lease Supplement (Phillips Trust No. 94-1) No. 1 are being recorded with the Interstate Commerce Commission concurrently with the recordation of this Memorandum of Equipment Lease Assignment, pursuant to section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (Phillips Trust No. 94-1), dated as of September 1, 1994, and Trust Indenture Supplement (Phillips Trust No. 94-1) No. 1 thereto dated September 27, 1994, pursuant to which Wilmington Trust Company has assigned the aforesaid Equipment Lease Agreement (Phillips Trust No. 94-1), the aforesaid Lease Supplement (Phillips Trust No. 94-1) No. 1, and the rents and other proceeds therefrom (with certain exceptions) to Shawmut Bank Connecticut, National Association, as Indenture Trustee.



STATE OF CONNECTICUT )  
COUNTY OF HARTFORD ) SS

On this 23<sup>rd</sup> of SEPTEMBER, 1994, before me personally appeared Seven C. Malore 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.

Michelle K. Blezard  
Notary Public

[NOTARIAL SEAL]

MICHELLE K. BLEZARD  
NOTARY PUBLIC

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

My Commission Expires August 31, 1999

STATE OF )  
COUNTY OF ) SS

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 Equipment Lease Assignment  
 (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

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(PHILLIPS TRUST NO. 94-1)**

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**W I T N E S S E T H:**

1. Wilmington Trust Company and Phillips Petroleum Company have entered into an Equipment Lease Agreement (Phillips Trust No. 94-1), dated as of September 1 1994, and Lease Supplement (Phillips Trust No. 94-1) No. 1 thereto, dated September 28, 1994, covering the 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 94-1).

2. Memoranda of said Equipment Lease Agreement (Phillips Trust No. 94-1) and of said Lease Supplement (Phillips Trust No. 94-1) No. 1 are being recorded with the Interstate Commerce Commission concurrently with the recordation of this Memorandum of Equipment Lease Assignment, pursuant to section 11303 of Title 49 of the United States Code.

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

SHAWMUT BANK CONNECTICUT,  
NATIONAL ASSOCIATION

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

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

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 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 PATRICIA A. EVANS 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

SONJA F. ALLEN  
NOTARY PUBLIC  
My Commission expires May 30, 1996

[NOTARIAL SEAL]

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

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