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AUG 21 1995 11 10 AM DONELAN, CLEARY, WOOD & MASER, P.C. AUG 21 1995 11 10 AM

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

August 21, 1995

New Recordation No. and -A and -B

19571-B
AUG 21 1995 11 10 AM

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. 95-1), made and entered into as of August 10, 1995, and is a lease by the Lessor to the Lessee of covered hopper cars and tank cars identified in Exhibit A of the related Memorandum of Lease Supplement No. 1, mentioned below.

The document to be recorded under -A of the new Recordation No. is entitled Memorandum of Lease Supplement (Phillips Trust No. 95-1) No. 1 made and entered into as of August 22, 1995 and acts to make applicable the terms and provisions of the related Equipment Lease Agreement (Phillips Trust No. 95-1) to those covered hopper cars and tank cars identified in Exhibit A thereto.

The parties to the above-mentioned documents are:

Wilmington Trust Company 1100 North Market Street Rodney Square North Wilmington, DE 19890	-	Lessor
Phillips Petroleum Company Forth and Keeler Bartlesville, OK 74004	-	Lessee

RECEIVED
OFFICE OF THE
SECRETARY
AUG 21 11 36 AM '95
LICENSING BRANCH

The document to be recorded under -B of the new Recordation No. is entitled Memorandum of Equipment Lease Assignment (Phillips Trust No. 95-1) made and entered into as of August 10, 1995 and is an assignment of a security interest in the covered hopper cars and tank cars identified in Exhibit 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 Equipment Lease Assignment (Phillips Trust No. 95-1) recorded under -B of the new Recordation No. are:

Wilmington Trust Company 1100 North Market Street Rodney Square North Wilmington, DE 19890	-	Owner Trustee/Lessor/ <u>ASSIGNOR</u>
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Copy for G.H. Harman

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. _____-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. 95-1) and the related Memorandum of Lease Supplement (Phillips Trust No. 95-1) No. 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 Exhibit A."

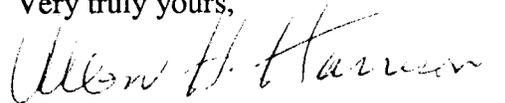
A short summary to be put in the ICC Index Book as to the Memorandum of Equipment Lease Assignment (Phillips Trust No. 95-1), recorded under -B of the new Recordation No., is as follows:

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

Enclosed is a check in the amount of sixty-three dollars (\$63.00) 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
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

8384-020



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

Allen H. Harrison, Jr.
Donlean, Cleary, Wood & Maser, P.C.
Suite 750
1100 New York Avenue, N.W.
Washington, DC 20005-3934

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 8/21/95 at 11:40 AM, and assigned recordation number(s) 19571, 19571-A and 19571-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MEMORANDUM OF LEASE SUPPLEMENT (PHILLIPS TRUST NO. 95-1) NO. 1 1995-11-10 AM

Memorandum of Lease Supplement (Phillips Trust No. 95-1) No. 1 made and entered into as of August 22, 1995 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:

1. The undersigned have entered into that certain Equipment Lease Agreement (Phillips Trust No. 95-1) (the "Lease"), dated as of August 10, 1995, effective as of the date thereof and subject to the terms defined in said Equipment Lease Agreement (Phillips Trust No. 95-1).

2. A memorandum of said Equipment Lease Agreement (Phillips Trust No. 95-1) 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 Lease Supplement (Phillips Trust No. 95-1) No. 1, dated August __, 1995, whereby the terms and provisions of the above-described Equipment Lease Agreement (Phillips Trust No. 95-1) are made applicable to certain 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.

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

By: _____

Name: PATRICIA A. EVANS
Title: Financial Services Officer

PHILLIPS PETROLEUM COMPANY

By: _____

Name:
Title:

MEMORANDUM OF LEASE SUPPLEMENT (PHILLIPS TRUST NO. 95-1) NO. 1

Memorandum of Lease Supplement (Phillips Trust No. 95-1) No. 1 made and entered into as of August 22, 1995 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:

1. The undersigned have entered into that certain Equipment Lease Agreement (Phillips Trust No. 95-1) (the "Lease"), dated as of August 10, 1995, effective as of the date thereof and subject to the terms defined in said Equipment Lease Agreement (Phillips Trust No. 95-1).

2. A memorandum of said Equipment Lease Agreement (Phillips Trust No. 95-1) 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 Lease Supplement (Phillips Trust No. 95-1) No. 1, dated August , 1995, whereby the terms and provisions of the above-described Equipment Lease Agreement (Phillips Trust No. 95-1) are made applicable to certain 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.

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

By: _____
Name:
Title:

PHILLIPS PETROLEUM COMPANY

By: John A. Carrig
Name: John A. Carrig
Title: Assistant Treasurer

STATE OF **Delaware**)
) SS
COUNTY OF **New Castle**)

On this th 15 of August, 1995, 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 association.

Paula M. Sulecki
Notary Public

PAULA M. SULECKI
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires April 14, 1996

My commission expires: _____

STATE OF)
) SS
COUNTY OF)

On this ___ of August, 1995, before me personally appeared _____, to me personally known, who being by me duly sworn, said that he/she is _____ 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.

Notary Public

[NOTARIAL SEAL]

My commission expires: _____

STATE OF)
) SS
COUNTY OF)

On this ___ of August, 1995, 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 association.

Notary Public

[NOTARIAL SEAL]

My commission expires: _____

STATE OF OKLAHOMA)
) SS
COUNTY OF WASHINGTON)

On this 16 of August, 1995, before me personally appeared John A. Carrig, to me personally known, who being by me duly sworn, said that he ~~is~~ 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 ~~is~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ann J. Anderson
Notary Public

[NOTARIAL SEAL]

My commission expires: January 6, 1997

Description of the Equipment

Covered Hoppers

Three hundred and eight (308) Thrall Car Company 5,800 cubic foot covered hoppers, as more fully described below:

<u>No. of Units</u>	<u>Road Numbers</u>
308	PSPX 2374 through PSPX 2681, inclusive

Tank Cars

Forty (40) Union Tank Car Company 30,000 gallon tank cars, as more fully described below:

<u>No. of Units</u>	<u>Road Numbers</u>
40	PSPX 29361 through PSPX 29400, inclusive