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RECORDATION NO 18280
FILED 1425

JUN 30 1993 8:50 AM

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FILED 1425

June 30, 1993

JUN 30 1993 8:50 AM

INTERSTATE COMMERCE COMMISSION

New Recordation No.

INTERSTATE COMMERCE COMMISSION

JUN 30 11 09 AM '93
NOT RECORDED
FILED 1425

Dear Mr. Strickland:

\$32.00

On behalf of NationsBanc Leasing Corporation of North Carolina, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts a primary document, not previously recorded, entitled Lease Agreement ("Lease") and executed counterparts of a related secondary document, not previously recorded, entitled Lease Supplement ("Supplement"), both dated as of June 30, 1993.

The parties to both the enclosed Lease and Supplement are:

NationsBanc Leasing Corporation — LESSOR
of North Carolina
100 North Tryon Street
Charlotte, NC 28255

Phillips Petroleum Company — LESSEE
Phillips Building
Bartlesville, OK 74004

The said Lease and Supplement, among other things, act to lease those certain two hundred and seventy five (275) ACF Model 5711 Center Flow covered hopper cars from the Lessor to the Lessee.

The equipment covered by the instant Lease and the instant Supplement is two hundred and seventy five (275) ACF Model 5711 Center Flow covered hopper cars as identified in Schedule I attached to the Supplement (copy of Schedule I attached hereto).

The Lease should be recorded and filed under the next available new Recordation Number and the Supplement should be recorded as the first subpart thereunder, namely the new Recordation Number -A.

A short summary of the Lease and the Supplement to appear in the ICC Index is as follows:

"Covers 275 PSPX numbered Center Flow covered hopper cars."

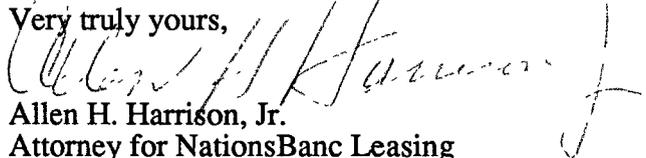
Enclosed is a check in the amount of thirty two dollars (\$32.00) in payment of the filing fees.

Vertical handwritten notes on the left margin, including a signature and the word 'Recording'.

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

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 fee receipt, the letter 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 NationsBanc Leasing
Corporation of North Carolina
for the purpose of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures

BY HAND

8357-020

JUN 30 1993 8-50 AM

INTERSTATE COMMERCE COMMISSION
LEASE SUPPLEMENT NO. 1

THIS LEASE SUPPLEMENT NO. 1 (this "Lease Supplement") dated June 30, 1993, between NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA, a North Carolina corporation (the Lessor"), and PHILLIPS PETROLEUM COMPANY, a Delaware corporation (the "Lessee");

WHEREAS, Lessor and the Lessee have heretofore entered into that certain Lease Agreement, dated as of June 30, 1993, with respect to the Equipment (the "Lease", the terms defined therein being herein used with the same meaning), which Lease provides for the execution and delivery of Lease Supplements in substantially the form hereof for the purpose of leasing specific Items of Equipment under the Lease when delivered to Lessee in accordance with the terms thereof. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto agree as follows:

1. Pursuant to Section 2 of the Lease, Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Items of Equipment described in and on Schedule 1 hereto.
2. The Lease Commencement Date is the date of this Lease Supplement set forth in the opening paragraph hereof.
3. To the extent, if any, that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code (or under other Applicable Law) as in effect in any applicable jurisdiction), no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart other than the original counterpart containing the receipt therefor executed by the Lessor on the signature page thereof.
4. THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY THE LAW OF THE STATE OF NEW YORK (INCLUDING SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING ANY OTHER CONFLICT-OF-LAW OR CHOICE-OF-LAW RULES WHICH MIGHT LEAD TO THE APPLICATION OF THE INTERNAL LAWS OF ANY OTHER JURISDICTION) AS TO ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Lease Supplement to be duly executed by its authorized officer as of the day and year first above written.

Lessor:

NATIONSBANC LEASING CORPORATION OF
NORTH CAROLINA

By: James T. Shanley
Name:
Title:

Lessee:

PHILLIPS PETROLEUM COMPANY

By: _____
Name:
Title:

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Lease Supplement to be duly executed by its authorized officer as of the day and year first above written.

Lessor:

NATIONSBANC LEASING CORPORATION OF
NORTH CAROLINA

By: _____

Name:
Title:

Lessee:

PHILLIPS PETROLEUM COMPANY

By: _____


Name: J. M. McKee
Title: Assistant Treasurer

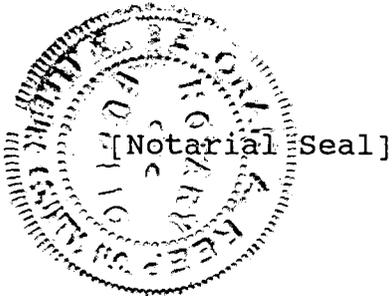
P.J.B.

STATE OF North Carolina)
COUNTY OF Mecklenburg)

The foregoing instrument was acknowledged before me
this 24th day of June, 1993, by James T. Shaw, Jr.,
Senior Vice President of NationsBanc Leasing Corporation
of North Carolina, a North Carolina corporation, on behalf of
said corporation.

Deborah A. Reep
(Notary Public)

Deborah A. Reep
(Printed Name)



My Commission Expires: 8/17/97

STATE OF)
COUNTY OF)

The foregoing instrument was acknowledged before me
this _____ day of _____, 1993, by _____,
_____ of Phillips Petroleum Company, a
Delaware corporation, on behalf of said corporation.

(Notary Public)

(Printed Name)

[Notarial Seal]

My Commission Expires: _____

STATE OF)
)
COUNTY OF)

The foregoing instrument was acknowledged before me
this ____ day of _____, 1993, by _____,
_____ of NationsBanc Leasing Corporation
of North Carolina, a North Carolina corporation, on behalf of
said corporation.

(Notary Public)

(Printed Name)

[Notarial Seal]

My Commission Expires: _____

STATE OF OKLAHOMA)
)
COUNTY OF WASHINGTON)

The foregoing instrument was acknowledged before me
this 30th day of June, 1993, by J. M. McKee
Assistant Treasurer of Phillips Petroleum Company, a
Delaware corporation, on behalf of said corporation.

Connie Wallace

(Notary Public)

Connie Wallace

(Printed Name)

[Notarial Seal]

My Commission Expires: 07-11-96

Schedule 1

Description of Equipment

275 - ACF Model 5711, Center Flow® Covered Hopper cars, having a volumetric capacity of 573 cu. ft. equipped with 4 ACF #5235 outlets, 10 each 20" hatches, 100 ton trucks, and lined with Devoe 250 epoxy coating with the following identification numbers:

PSPX6914	PSPX6956	PSPX6998
PSPX6915	PSPX6957	PSPX6999
PSPX6916	PSPX6958	PSPX7000
PSPX6917	PSPX6959	PSPX7001
PSPX6918	PSPX6960	PSPX7002
PSPX6919	PSPX6961	PSPX7003
PSPX6920	PSPX6962	PSPX7004
PSPX6921	PSPX6963	PSPX7005
PSPX6922	PSPX6964	PSPX7006
PSPX6923	PSPX6965	PSPX7007
PSPX6924	PSPX6966	PSPX7008
PSPX6925	PSPX6967	PSPX7009
PSPX6926	PSPX6968	PSPX7010
PSPX6927	PSPX6969	PSPX7011
PSPX6928	PSPX6970	PSPX7012
PSPX6929	PSPX6971	PSPX7013
PSPX6930	PSPX6972	PSPX7014
PSPX6931	PSPX6973	PSPX7015
PSPX6932	PSPX6974	PSPX7016
PSPX6933	PSPX6975	PSPX7017
PSPX6934	PSPX6976	PSPX7018
PSPX6935	PSPX6977	PSPX7019
PSPX6936	PSPX6978	PSPX7020
PSPX6937	PSPX6979	PSPX7021
PSPX6938	PSPX6980	PSPX7022
PSPX6939	PSPX6981	PSPX7023
PSPX6940	PSPX6982	PSPX7024
PSPX6941	PSPX6983	PSPX7025
PSPX6942	PSPX6984	PSPX7026
PSPX6943	PSPX6985	PSPX7027
PSPX6944	PSPX6986	PSPX7028
PSPX6945	PSPX6987	PSPX7029
PSPX6946	PSPX6988	PSPX7030
PSPX6947	PSPX6989	PSPX7031
PSPX6948	PSPX6990	PSPX7032
PSPX6949	PSPX6991	PSPX7033
PSPX6950	PSPX6992	PSPX7034
PSPX6951	PSPX6993	PSPX7035
PSPX6952	PSPX6994	PSPX7036
PSPX6953	PSPX6995	PSPX7037
PSPX6954	PSPX6996	PSPX7038
PSPX6955	PSPX6997	PSPX7039

Schedule 1
Description of
Equipment (continued)
Page 2

PSPX7040	PSPX7090	PSPX7140
PSPX7041	PSPX7091	PSPX7141
PSPX7042	PSPX7092	PSPX7142
PSPX7043	PSPX7093	PSPX7143
PSPX7044	PSPX7094	PSPX7144
PSPX7045	PSPX7095	PSPX7145
PSPX7046	PSPX7096	PSPX7146
PSPX7047	PSPX7097	PSPX7147
PSPX7048	PSPX7098	PSPX7148
PSPX7049	PSPX7099	PSPX7149
PSPX7050	PSPX7100	PSPX7150
PSPX7051	PSPX7101	PSPX7151
PSPX7052	PSPX7102	PSPX7152
PSPX7053	PSPX7103	PSPX7153
PSPX7054	PSPX7104	PSPX7154
PSPX7055	PSPX7105	PSPX7155
PSPX7056	PSPX7106	PSPX7156
PSPX7057	PSPX7107	PSPX7157
PSPX7058	PSPX7108	PSPX7158
PSPX7059	PSPX7109	PSPX7159
PSPX7060	PSPX7110	PSPX7160
PSPX7061	PSPX7111	PSPX7161
PSPX7062	PSPX7112	PSPX7162
PSPX7063	PSPX7113	PSPX7163
PSPX7064	PSPX7114	PSPX7164
PSPX7065	PSPX7115	PSPX7165
PSPX7066	PSPX7116	PSPX7166
PSPX7067	PSPX7117	PSPX7167
PSPX7068	PSPX7118	PSPX7168
PSPX7069	PSPX7119	PSPX7169
PSPX7070	PSPX7120	PSPX7170
PSPX7071	PSPX7121	PSPX7171
PSPX7072	PSPX7122	PSPX7172
PSPX7073	PSPX7123	PSPX7173
PSPX7074	PSPX7124	PSPX7174
PSPX7075	PSPX7125	PSPX7175
PSPX7076	PSPX7126	PSPX7176
PSPX7077	PSPX7127	PSPX7177
PSPX7078	PSPX7128	PSPX7178
PSPX7079	PSPX7129	PSPX7179
PSPX7080	PSPX7130	PSPX7180
PSPX7081	PSPX7131	PSPX7181
PSPX7082	PSPX7132	PSPX7182
PSPX7083	PSPX7133	PSPX7183
PSPX7084	PSPX7134	PSPX7184
PSPX7085	PSPX7135	PSPX7185
PSPX7086	PSPX7136	PSPX7186
PSPX7087	PSPX7137	PSPX7187
PSPX7088	PSPX7138	PSPX7188
PSPX7089	PSPX7139	