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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

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LOUIS E. GITOMER
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March 6, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Railcar Lease Supplement No. 12, a secondary document, dated as of October 30, 2006. The primary document to which this is connected is recorded under Recordation No. 26581. We request that this document be recorded under Recordation No. 26581-K.

The names and addresses of the parties to the Memorandum of Railcar Lease Supplement No. 12 are:

Lessor:

GATX Financial Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

ConocoPhillips Company
TA3104, PO Box 2197
Houston, TX 77252

A description of the equipment covered by the Memorandum of Railcar Lease Supplement No. 12 consists of 30 4200 cf steel triple hopper cars numbered GABX 356, 369-371, inclusive, and 374-399, inclusive.

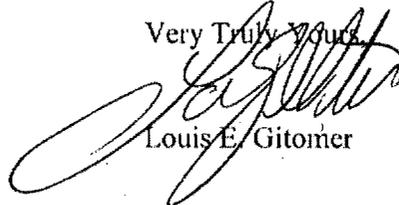
Honorable Vernon A. Williams
March 6, 2007
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Railcar Lease Supplement No. 12 between GATX Financial Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and ConocoPhillips Company, TA3104, PO Box 2197, Houston, TX 77252, covering 30 4200 cf steel triple hopper cars numbered GABX 356, 369-371, inclusive, and 374-399, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name "Louis E. Gitomer".

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

Supplement No. 12

This Memorandum of Railcar Lease, made and entered into as of October 30, 2006, is by and between GATX Financial Corporation ("Lessor"), and ConocoPhillips Company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the rail cars described on the Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A.

2. The railcars are fully described in a certain Railcar Lease Agreement, dated June 21, 2006, and a Lease Supplement No. 12, dated as of October 30, 2006 (together with all of their riders, schedules and other attachments thereto, collectively the "Lease"), each between Lessor and Lessee.

3. The Lease of the rail cars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the Lease.

4. This Memorandum of Railcar Lease may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

GATX Financial Corporation
as Lessor

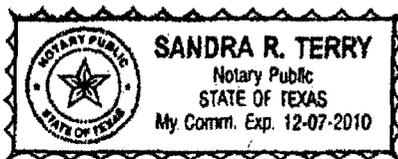
By: Linda C. Girard
Name: LINDA C. GIRARD
Title: Vice President

ConocoPhillips Company
as Lessee

By: Eric R. Garcia
Name: ERIC R. GARCIA
Title: DIRECTOR

STATE OF TEXAS)
County of HARRIS) ss.

On this 6 day of NOV., 2006, before me, SANDRA R. TERRY, the undersigned Notary Public, personally appeared ERICH R. GARCIA personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

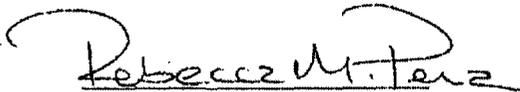


Sandra R. Terry
Notary Public for TEXAS
My Commission expires 12/07/2010

State of California)
) ss.
County of San Francisco)

On November 1st, 2006 before me, Rebecca M. Pena, Notary Public, personally appeared Linda C. Girard, personally know to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.



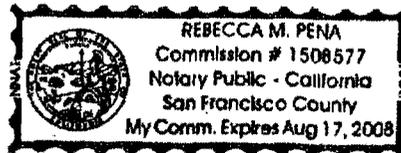


EXHIBIT A

**Memorandum of Lease Agreement between GATX Financial Corporation
and ConocoPhillips Company**

Car Marks and Numbers

GABX 356

GABX 369 – 371 (inclusive)

GABX 374 – 399 (inclusive)