



# LEXIS Document Services

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May 30, 2002

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 23989 FILED

JUN 3 '02 12:32 PM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 22, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **PHILLIPS PETROLEUM COMPANY**  
332 Adams Building, Bartlesville, OK 74004

**A short summary of the document to appear in the index follows:**

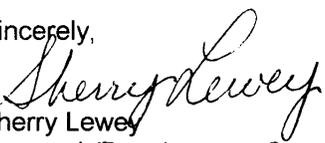
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **PHILLIPS PETROLEUM COMPANY** covering 25 tank cars with reporting marks and numbers — NPCX 501 – NPCX 525, INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22<sup>nd</sup> day of March, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and PHILLIPS PETROLEUM COMPANY, a Delaware corporation, with an address at 332 Adams Building, , Bartlesville, OK 74004 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 29, 1997 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 9, 1997 as recordation number 20931.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PHILLIPS PETROLEUM COMPANY

By: Peter E. Harmon  
Name: Director Commercial Transportation  
Title: \_\_\_\_\_

RECORDATION NO. 23989 CH 50  
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SURFACE TRANSPORTATION BOARD

**SCHEDULE A**

Quantity  
25

Equipment Description  
Pressure tank car 112J400

Car Mark and Numbers

1	NPCX	501
2	NPCX	502
3	NPCX	503
4	NPCX	504
5	NPCX	505
6	NPCX	506
7	NPCX	507
8	NPCX	508
9	NPCX	509
10	NPCX	510
11	NPCX	511
12	NPCX	512
13	NPCX	513
14	NPCX	514
15	NPCX	515
16	NPCX	516
17	NPCX	517
18	NPCX	518
19	NPCX	519
20	NPCX	520
21	NPCX	521
22	NPCX	522
23	NPCX	523
24	NPCX	524
25	NPCX	525