



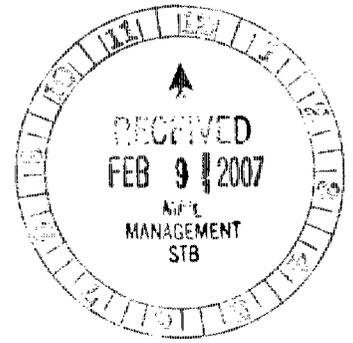
CORPORATION SERVICE COMPANY

RECORDATION NO. 23055-I FILED

FEB 12 '07

10-42 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield Il 62703

800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea

Date: February 8, 2007

Order#: 749362/020

Re: CEFX17480-GRPX944063 CONOCOPHILLIPS

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/23/2007  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00  
Payable to: Surface Transportation Board

Mailing Instructions:  
XX Return the filing acknowledgement to our office.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:  
LESSEE:  
CONOCOPHILLIPS  
TA3104  
PO BOX 2197  
HOUSTON, TX 77252

LESSOR:  
THE CIT GROUP/EQUIPMENT FINANCING, INC.



CORPORATION SERVICE COMPANY

1211 AVENUE OF THE AMERICAS, 20TH FLOOR  
NEW YORK, NY 10036

Contact us immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7<sup>th</sup> day of May, 2006, 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 CONOCOPHILLIPS as successor in interest to CONOCO, INC., a Delaware corporation, with an address at TA3104, PO BOX 2197, HOUSTON, TX 77252-2197 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

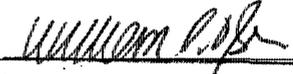
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on August 22, 2000 and given Recordation Number 23055.

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.

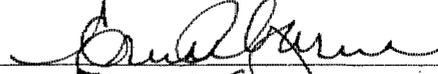
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: William P. O'Brien  
Title: Vice President

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.

CONOCOPHILLIPS

By:   
Name: ERICK R. GARCIA  
Title: Director, FE

# Schedule A

Number of Cars

Equipment Description

9 4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	17480
2	CEFX	17502
3	CEFX	151608
4	CEFX	151773
5	CEFX	151817
6	CEFX	151863
7	CEFX	152491
8	GRPX	944034
9	GRPX	944063