



CORPORATION SERVICE COMPANY

RECORDATION NO. 23055-J FILED

APR 09 '07

2-33 PM

SURFACE TRANSPORTATION BOARD



April 6, 2007

Karen January  
Surface Transportation Board  
Recordation Office  
395 East Street SW  
Washington, DC 20423  
202-245-0401

RE: 839146/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 04/13/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

ConocoPhillips  
TA3104, PO Box 2197  
Houston, TX 77252

**Lessor:**

The CIT Group/Equipment Financing, Inc.  
.1211 Avenue of the Americas, 20<sup>th</sup> Floor  
New York, NY 10036

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2<sup>nd</sup> day of November 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: *Catherine English*  
Name: Catherine English  
Title: Vice President

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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: *Steve P. Barham*  
Name: STEVE P. BARHAM  
Title: VICE PRESIDENT, CONOCO PHILLIPS

# Schedule A

Number of Cars	Equipment Description	
25	33,600 gallon capacity pressure tank car, 112J34OW	
1	PLMX	135601
2	PLMX	135603
3	PLMX	135604
4	PLMX	135605
5	PLMX	135606
6	PLMX	135607
7	PLMX	135608
8	PLMX	135609
9	PLMX	135610
10	PLMX	135611
11	PLMX	135612
12	PLMX	135613
13	PLMX	135615
14	PLMX	135616
15	PLMX	135618
16	PLMX	135620
17	PLMX	135621
18	PLMX	135623
19	PLMX	135624
20	PLMX	135625
21	PLMX	135627
22	PLMX	135628
23	PLMX	135629
24	PLMX	135630
25	PLMX	135632