

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

RECORDATION NO. 18993-C **FILED**

OCT 23 '08 -3 06 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT DAY AIR

October 22, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Bill of Sale - Phillips Trust 94-1

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three certified copies of a Bill of Sale dated October 15, 2008. The enclosed documents relate to the Memorandum of Equipment Lease Agreement (Phillips Trust 94-1) which was duly filed with the former Interstate Commerce Commission, now the Surface Transportation Board, on September 27, 1994 under Recordation No. 18993.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/Lessor:	Wilmington Trust Company 1100 North Market Street Rodney Square North Wilmington, DE 19890	Lessee:	ConocoPhillips Company Formerly Phillips Petroleum Company 600 North Dairy Ashford Road Houston, TX 77079-1175
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Beneficial Owner: Wachovia Financial Services, Inc.
c/o First Union Rail Corporation
One O'Hare Centre, 6250 River Road, Suite 5000
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is ninety-five (95) covered hopper rail cars with PSPX marks, (Class A, see Exhibit A for numbers).

A short summary of the documents to appear in each index follows: Bill of Sale

Enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Assistant Director of Documentation

Enclosures

(PIIIL011)

RECORDATION NO. 18993-C FILED

BILL OF SALE

OCT 23 '08 -3 06 PM

KNOW ALL MEN BY THESE PRESENTS:

SURFACE TRANSPORTATION BOARD

THAT WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of September 1, 1994 with Wachovia Financial Services, Inc. ("Seller"), is the owner of legal title to those certain railcars described on Exhibit A hereto ("Cars"), with power to convey such legal title to said Cars.

THAT, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does this 15th day of October, 2008, grant, convey, transfer, bargain and sell, deliver and set over unto WACHOVIA FINANCIAL SERVICES, INC., the owner of the beneficial interest in such cars ("Buyer"), whose address is c/o First Union Rail Corporation, One O'Hare Center, 6250 River Road, Suite 5000, Rosemont, Illinois 60018, and unto its successors and assigns, all of Seller's right, title and interest in and to the above-described Cars.

THAT THE CARS CONVEYED HEREBY ARE BEING SOLD "AS IS", "WHERE IS" WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND AS TO THE CONDITION OF THE CARS OR THEIR MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, except that State Street Bank and Trust Company, in its individual capacity, represents and warrants that the Cars are free of any and all liens, charges, security interests or other encumbrances resulting from claims against the institution acting as Trustee not related to the ownership of the Cars or the administration of the Trust Estate or any other transaction contemplated by the Trust Estate.

Buyer shall be responsible for any personal property, rental, use or sales tax or similar levies assessed in connection with the sale of the above-described Cars.

THIS Bill of Sale shall be governed by the laws of the State of New York, exclusive of any choice of law rule of that or any other jurisdiction which would cause any matter to be referred to the law of any jurisdiction other than New York.

15th IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name this day of October, 2008.

WILMINGTON TRUST COMPANY
not in its Individual Capacity, but solely as Trustee except
as represented above

By: 
Name: Steven M. Barone
Title: Financial Services Officer

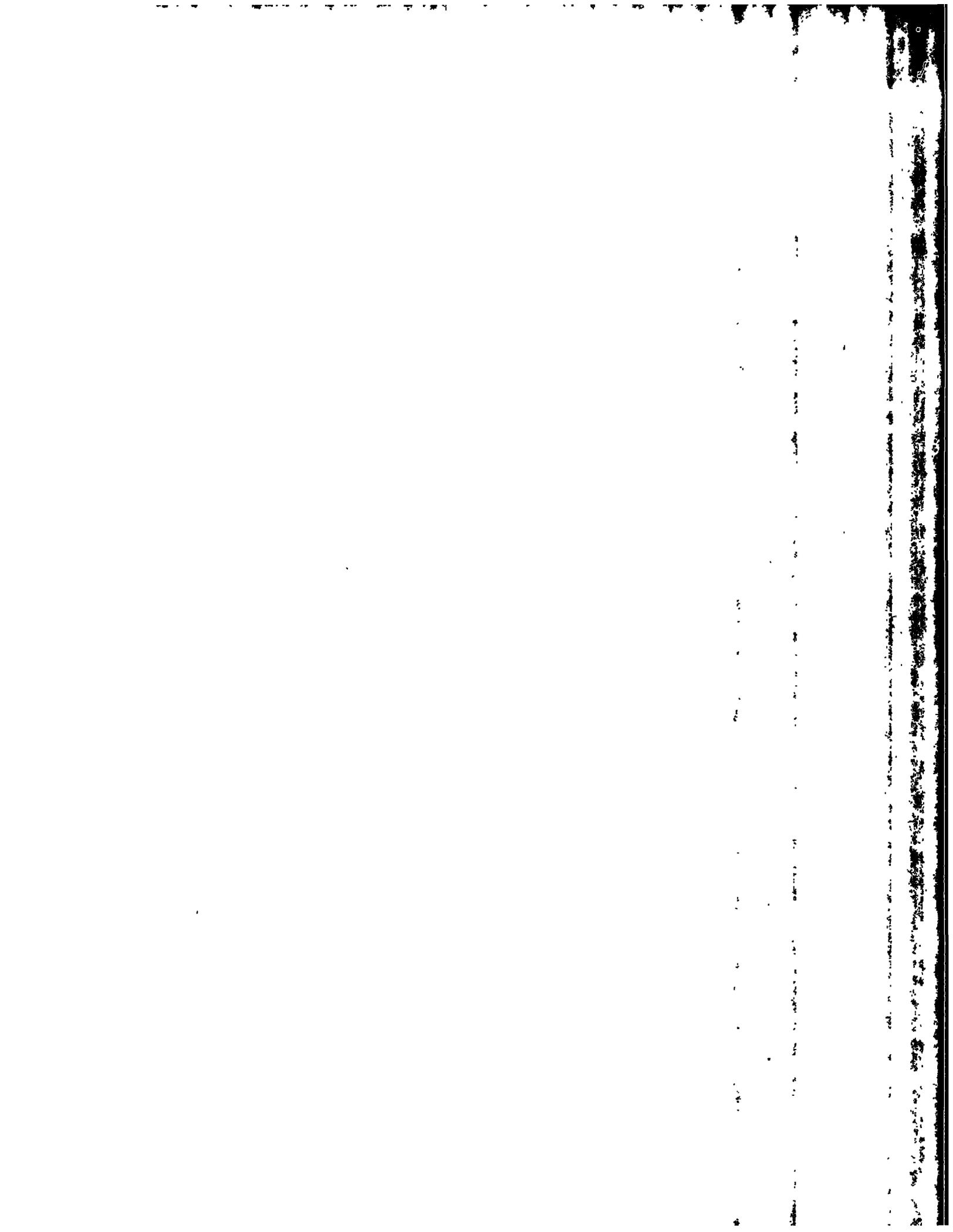


Exhibit A

Description of Cars

NUMBER OF CARS: Ninety-five (95)

DESCRIPTION OF CARS: Covered Hoppers, 5700/5701 c.f. 100-ton

CAR NUMBERS: See below:

1	PSPX	005776	33	PSPX	005811	65	PSPX	005844
2	PSPX	005777	34	PSPX	005812	66	PSPX	005845
3	PSPX	005778	35	PSPX	005813	67	PSPX	005846
4	PSPX	005779	36	PSPX	005814	68	PSPX	005847
5	PSPX	005781	37	PSPX	005815	69	PSPX	005848
6	PSPX	005782	38	PSPX	005816	70	PSPX	005849
7	PSPX	005783	39	PSPX	005817	71	PSPX	005850
8	PSPX	005784	40	PSPX	005818	72	PSPX	005851
9	PSPX	005785	41	PSPX	005820	73	PSPX	005852
10	PSPX	005786	42	PSPX	005821	74	PSPX	005853
11	PSPX	005787	43	PSPX	005822	75	PSPX	005854
12	PSPX	005789	44	PSPX	005823	76	PSPX	005855
13	PSPX	005790	45	PSPX	005824	77	PSPX	005856
14	PSPX	005791	46	PSPX	005825	78	PSPX	005857
15	PSPX	005792	47	PSPX	005826	79	PSPX	005858
16	PSPX	005793	48	PSPX	005827	80	PSPX	005859
17	PSPX	005794	49	PSPX	005828	81	PSPX	005861
18	PSPX	005795	50	PSPX	005829	82	PSPX	005862
19	PSPX	005796	51	PSPX	005830	83	PSPX	005863
20	PSPX	005797	52	PSPX	005831	84	PSPX	005864
21	PSPX	005798	53	PSPX	005832	85	PSPX	005865
22	PSPX	005799	54	PSPX	005833	86	PSPX	005866
23	PSPX	005800	55	PSPX	005834	87	PSPX	005867
24	PSPX	005801	56	PSPX	005835	88	PSPX	005868
25	PSPX	005802	57	PSPX	005836	89	PSPX	005869
26	PSPX	005803	58	PSPX	005837	90	PSPX	005870
27	PSPX	005804	59	PSPX	005838	91	PSPX	005871
28	PSPX	005805	60	PSPX	005839	92	PSPX	005872
29	PSPX	005806	61	PSPX	005840	93	PSPX	005873
30	PSPX	005807	62	PSPX	005841	94	PSPX	005874
31	PSPX	005809	63	PSPX	005842	95	PSPX	005875
32	PSPX	005810	64	PSPX	005843			