

RECORDATION NO 20428-C

FILED

September 26, 2012 08:30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

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SUITE 301

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OF COUNSEL  
URBAN A. LESTER

September 26, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Master Letter Agreement (94-1, 95-1, 96-1), dated as of September 17, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 18992, 18993, 19570, 19571, 20427 and 20428.

The name and address of the party to the enclosed document are:

Lessee: Phillips 66 Company (successor in interest to  
Phillips Petroleum Company)  
P.O. Box 4428  
Houston, TX 77210

Lessee: ConocoPhillips Company  
600 North Dairy Ashford  
Houston, TX 77079

Chief  
Section of Administration  
September 26, 2012  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Rec. Nos. 18992-D and 18993-E – 577 railcars: CPCX 2249, CPCX 2304 and within the series PSPX 2001 – PSPX 2373, PSPX 6801 – PSPX 6913, PSPX 23553 – PSPX 29512 and PPRX 23551 – PPRX 29463;

Rec. Nos. 19570-B and 19571-C – 343 railcars: CPCX 2449, CPCX 2503 and within the series PSPX 2374 – PSPX 2681, PSPX 29369 – PSPX 29391 and PPRX 29361 – PPRX 29400; and

Rec. Nos. 20427-B and 20428-C - 321 covered hopper cars: HCBX 3004, HCBX 3082 and within the series HCBX 8140 – HCBX 8182, PSPX 3002 – PSPX 3205 and PSPX 8102 – PSPX 8221.

A short summary of the document to appear in the index is:

Master Letter Agreement (94-1, 95-1, 96-1).

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Edward M. Luria

EML/sem  
Enclosures

RECORDATION NO 20428-C  
FILED  
September 26, 2012 08:30 AM  
SURFACE TRANSPORTATION BOARD  
MASTER LETTER AGREEMENT  
(94-1, 95-1, 96-1)

THIS MASTER LETTER AGREEMENT (94-1, 95-1, 96-1) (the "Agreement") is made by the undersigned as of the 17<sup>th</sup> day of September, 2012, and relates to the transactions (the "Transactions") contemplated by:

(i) that certain (x) Participation Agreement (Phillips Trust No. 94-1) dated as of September 1, 1994, among Phillips 66 Company ("Phillips 66") (successor in interest to Phillips Petroleum Company), as Lessee, Wilmington Trust Company ("WTC"), as Owner Trustee, Wells Fargo Bank, National Association ("WFB") (as successor in interest to First Union Commercial Corporation), as Owner Participant, U.S. Bank National Association (successor in interest to Shawmut Bank Connecticut, National Association), as Indenture Trustee and JP Morgan Chase & Co. (as successor in interest to Chemical Bank), as Interim Loan Participant, and (y) Equipment Lease Agreement (Phillips Trust No. 94-1) (as amended, modified and supplemented from time to time, the "1994 Lease") dated as of September 1, 1994, between WTC, as Owner Trustee acting as Lessor, and Phillips 66 Company, as Lessee;

(ii) that certain (x) Participation Agreement (Phillips Trust No. 95-1) dated as of August 10, 1995, among Phillips 66, as Lessee, WTC, as Owner Trustee, WFB, as Owner Participant, U.S. Bank National Association (successor in interest to Shawmut Bank Connecticut, National Association), as Indenture Trustee, and U.S. Bank National Association (successor in interest to Shawmut Bank Connecticut, National Association), as Pass Through Trustee, and (y) Equipment Lease Agreement (Phillips Trust No. 95-1) (as amended, modified and supplemented from time to time, the "1995 Lease") dated as of August 10, 1995 between WTC, as Owner Trustee acting as Lessor and Phillips 66, as Lessee; and

(iii) that certain (x) Participation Agreement (Phillips Trust No. 96-1) dated as of December 30, 1996, among Phillips 66, as Lessee, WTC, as Owner Trustee, WFB, as Owner Participant, and U.S. Bank National Association (successor in interest to Shawmut Bank Connecticut, National Association), as Indenture Trustee, and (y) Equipment Lease Agreement (Phillips Trust No. 96-1) (as amended, modified and supplemented from time to time, the "1996 Lease" and together with the 1994 Lease and the 1995 Lease, the "Leases") dated as of December 30, 1996, between WTC, as Owner Trustee acting as Lessor, and Phillips 66, as Lessee.

Capitalized terms used herein without definitions have the meanings ascribed to such terms in the respective Participation Agreements referenced above related to the Transactions. Equipment schedules have been amended and restated to reflect changes in railcar marks and numbers and railcar casualties.

Phillips 66, as Lessee, has leased from WTC, as Owner Trustee acting as Lessor, certain railroad cars more particularly described on:

(i) Schedule A1 attached hereto pursuant to Lease Supplement (Phillips Trust No. 94-1) No. 1 of the 1994 Lease, evidence of which was filed with the Surface Transaction Board (“STB”) and the Registrar General of Canada (“RGC”) on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule A attached hereto;

(ii) Schedule B1 attached hereto pursuant to Lease Supplement (Phillips Trust No. 95-1) No. 1 of the 1995 Lease, evidence of which was filed with the STB and the RGC on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule B attached hereto; and

(iii) Schedule C1 attached hereto pursuant to Lease Supplement (Phillips Trust No. 96-1) No. 1 of the 1996 Lease, evidence of which was filed with the STB and RGC on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule C attached hereto.

Since the date of the Leases, Conoco, Inc. and Phillips Petroleum Company were merged and became subsidiaries of ConocoPhillips (the “Guarantor”). In connection with such merger and pursuant to an amendment to the Participation Agreements, the Guarantor agreed to guaranty (the “Parent Guaranty”) the obligations of the Lessee under the Operative Agreements (such obligations, being the “Lessee Obligations”). Pursuant to other corporate restructurings related to the Guarantor and its subsidiaries, certain Guarantor affiliates were merged into Phillips Petroleum Company and Phillips Petroleum Company changed its name to ConocoPhillips Company, which continued to be the Lessee under the Leases. On or about April 30, 2012, Phillips 66 was spun off from ConocoPhillips Company (the “SpinOff”). In connection with the SpinOff, the Leases and related Operative Agreements to which ConocoPhillips Company was a party were assigned and transferred to Phillips 66 and Phillips assumed and became jointly and severally liable with ConocoPhillips Company for the Lessee Obligations. Thus, in connection with the SpinOff, ConocoPhillips Company remains liable for the Lessee Obligations.

In conjunction with the SpinOff and other corporate transactions referenced above and in order to comply with our respective obligations under the Participation Agreements and the related Operative Agreements, the undersigned acknowledge that each Lease and each of the related Operative Agreements remain in full force and effect in accordance with their terms and that such Operative Agreements are binding and enforceable against the undersigned in accordance with such terms.

The undersigned wish to show for public record this letter agreement and further acknowledge and agree that this letter agreement may be filed with the STB and the RGC in order to properly reflect the SpinOff and other corporate transactions referenced above and to protect and perfect the interests of the Owner Trustee and Wells Fargo under the Operative Agreements. In furtherance of the foregoing, the undersigned have caused this letter agreement to be executed by their officers thereunto duly authorized, as of the date first above written.

(i) Schedule A1 attached hereto pursuant to Lease Supplement (Phillips Trust No. 94-1) No. 1 of the 1994 Lease, evidence of which was filed with the Surface Transaction Board (“STB”) and the Registrar General of Canada (“RGC”) on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule A attached hereto;

(ii) Schedule B1 attached hereto pursuant to Lease Supplement (Phillips Trust No. 95-1) No. 1 of the 1995 Lease, evidence of which was filed with the STB and the RGC on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule B attached hereto; and

(iii) Schedule C1 attached hereto pursuant to Lease Supplement (Phillips Trust No. 96-1) No. 1 of the 1996 Lease, evidence of which was filed with the STB and RGC on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule C attached hereto.

Since the date of the Leases, Conoco, Inc. and Phillips Petroleum Company were merged and became subsidiaries of ConocoPhillips (the “Guarantor”). In connection with such merger and pursuant to an amendment to the Participation Agreements, the Guarantor agreed to guaranty (the “Parent Guaranty”) the obligations of the Lessee under the Operative Agreements (such obligations, being the “Lessee Obligations”). Pursuant to other corporate restructurings related to the Guarantor and its subsidiaries, certain Guarantor affiliates were merged into Phillips Petroleum Company and Phillips Petroleum Company changed its name to ConocoPhillips Company, which continued to be the Lessee under the Leases. On or about April 30, 2012, Phillips 66 was spun off from ConocoPhillips Company (the “SpinOff”). In connection with the SpinOff, the Leases and related Operative Agreements to which ConocoPhillips Company was a party were assigned and transferred to Phillips 66 and Phillips assumed and became jointly and severally liable with ConocoPhillips Company for the Lessee Obligations. Thus, in connection with the SpinOff, ConocoPhillips Company remains liable for the Lessee Obligations.

In conjunction with the SpinOff and other corporate transactions referenced above and in order to comply with our respective obligations under the Participation Agreements and the related Operative Agreements, the undersigned acknowledge that each Lease and each of the related Operative Agreements remain in full force and effect in accordance with their terms and that such Operative Agreements are binding and enforceable against the undersigned in accordance with such terms.

The undersigned wish to show for public record this letter agreement and further acknowledge and agree that this letter agreement may be filed with the STB and the RGC in order to properly reflect the SpinOff and other corporate transactions referenced above and to protect and perfect the interests of the Owner Trustee and Wells Fargo under the Operative Agreements. In furtherance of the foregoing, the undersigned have caused this letter agreement to be executed by their officers thereunto duly authorized, as of the date first above written.

This letter agreement may be executed in counterparts, each such counterpart shall be binding on the parties hereto, notwithstanding that the parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]





ConocoPhillips, as Guarantor, as of the first date herein above written, acknowledges the corporate restructuring transactions set forth above, reaffirms its obligations under the respective Parent Guaranty for each of the Transactions and agrees that each such Parent Guaranty remains in full force and effect in accordance with its terms.

CONOCOPHILLIPS

By: Frances M Vallejo  
Name: Frances M. Vallejo  
Title: Vice President and Treasurer

### Schedule A

(i) a Memorandum of Equipment Lease Agreement (Phillips Trust No. 94-1) was recorded with the Surface Transportation Board on September 27, 1994 at 2:25 p.m. under recordation number 18993, and (ii) an Equipment Lease Agreement (Phillips Trust No. 94-1) was recorded with the Registrar General of Canada on September 29, 1994 as Document Key 8632.

(i) a Memorandum of Lease Supplement (Phillips Trust No. 94-1) No. 1 was recorded with the Surface Transportation Board on September 27, 1994 at 2:25 p.m. under recordation number 18993-A, and (ii) a Lease Supplement (Phillips Trust No. 94-1) No. 1 was recorded with the Registrar General of Canada on September 29, 1994 as Document Key 8633.

(i) a Memorandum of Equipment Lease Assignment (Phillips Trust No. 94-1) was recorded with the Surface Transportation Board on September 27, 1994 at 2:25 p.m. under recordation number 18993-B, and (ii) an Equipment Lease Assignment (Phillips Trust No. 94-1) was recorded with the Registrar General of Canada.

A Bill of Sale was recorded with (i) the Surface Transportation Board on October 23, 2008 at 3:06 p.m. under recordation number 18993-C, and (ii) the Registrar General of Canada.

A Bill of Sale was recorded with (i) the Surface Transportation Board on November 12, 2010 at 2:35 p.m. under recordation number 18993-D, and (ii) the Registrar General of Canada.

(i) a Memorandum of Trust Indenture and Security Agreement (Phillips Trust No. 94-1) was recorded with the Surface Transportation Board on September 27, 1994 at 2:25 p.m. under recordation number 18992, and (ii) a Trust Indenture and Security Agreement (Phillips Trust No. 94-1) was recorded with the Registrar General of Canada on September 29, 1994 as Document Key 8634.

(i) a Memorandum of Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1) was recorded with the Surface Transportation Board on September 27, 1994 at 2:25 p.m. under recordation number 18992-A, and (ii) a Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1) was recorded with the Registrar General of Canada on September 29, 1994 as Document Key 8635.

A Partial Release and Termination of Security Interest under Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1) was recorded with (i) the Surface Transportation Board on November 22, 2011 at 2:31 p.m. under recordation number 18992-B, and (ii) the Registrar General of Canada.

A Partial Release and Termination of Security Interest under Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1) was recorded with (i) the Surface Transportation Board on November 22, 2011 at 2:41 p.m. under recordation number 18992-C, and (ii) the Registrar General of Canada.

**Schedule A1**

Description of Equipment under Lease Supplement (Phillips Trust No. 94-1) No. 1

COVERED HOPPERS (CLASS D)

<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>
Covered Hopper Cars	See Schedule A1-1 attached hereto	See Schedule A1-1 attached hereto	462 <sup>1</sup>

TANK CARS (CLASS D)

<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>
Low Pressure Tank Cars	See Schedule A1-2 attached hereto	See Schedule A1-2 attached hereto	115 <sup>2</sup>

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<sup>1</sup> Originally 469 Units (PSPX 2243, 2349, 6889, 2121, 6832, 2344 and 2085 subject to Casualty)

<sup>2</sup> Originally 119 Units (PSPX 29423, 29478, 23559 and 29413 subject to Casualty)

**Schedule A1-1**

1.	CPCX	002249
2.	CPCX	002304
3.	PSPX	002001
4.	PSPX	002002
5.	PSPX	002003
6.	PSPX	002004
7.	PSPX	002005
8.	PSPX	002006
9.	PSPX	002007
10.	PSPX	002008
11.	PSPX	002009
12.	PSPX	002010
13.	PSPX	002011
14.	PSPX	002012
15.	PSPX	002013
16.	PSPX	002014
17.	PSPX	002015
18.	PSPX	002016
19.	PSPX	002017
20.	PSPX	002018
21.	PSPX	002019
22.	PSPX	002020
23.	PSPX	002021
24.	PSPX	002022
25.	PSPX	002023
26.	PSPX	002024
27.	PSPX	002025
28.	PSPX	002026
29.	PSPX	002027
30.	PSPX	002028
31.	PSPX	002029
32.	PSPX	002030
33.	PSPX	002031
34.	PSPX	002032
35.	PSPX	002033
36.	PSPX	002034
37.	PSPX	002035
38.	PSPX	002036
39.	PSPX	002037
40.	PSPX	002038

41.	PSPX	002039
42.	PSPX	002040
43.	PSPX	002041
44.	PSPX	002042
45.	PSPX	002043
46.	PSPX	002044
47.	PSPX	002045
48.	PSPX	002046
49.	PSPX	002047
50.	PSPX	002048
51.	PSPX	002049
52.	PSPX	002050
53.	PSPX	002051
54.	PSPX	002052
55.	PSPX	002053
56.	PSPX	002054
57.	PSPX	002055
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60.	PSPX	002058
61.	PSPX	002059
62.	PSPX	002060
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65.	PSPX	002063
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67.	PSPX	002065
68.	PSPX	002066
69.	PSPX	002067
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98.	PSPX	002098
99.	PSPX	002099
100.	PSPX	002100
101.	PSPX	002101
102.	PSPX	002102
103.	PSPX	002103
104.	PSPX	002104
105.	PSPX	002105
106.	PSPX	002106
107.	PSPX	002107
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109.	PSPX	002109
110.	PSPX	002110
111.	PSPX	002111
112.	PSPX	002112
113.	PSPX	002113
114.	PSPX	002114
115.	PSPX	002115
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199.	PSPX	002200
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201.	PSPX	002202
202.	PSPX	002203
203.	PSPX	002204
204.	PSPX	002205
205.	PSPX	002206
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247.	PSPX	002250
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335.	PSPX	002339

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366.	PSPX	002373
367.	PSPX	006801
368.	PSPX	006802
369.	PSPX	006803
370.	PSPX	006804
371.	PSPX	006805
372.	PSPX	006806
373.	PSPX	006807
374.	PSPX	006808
375.	PSPX	006809
376.	PSPX	006810
377.	PSPX	006811
378.	PSPX	006812

379.	PSPX	006813
380.	PSPX	006814
381.	PSPX	006815
382.	PSPX	006816
383.	PSPX	006817
384.	PSPX	006818
385.	PSPX	006819
386.	PSPX	006820
387.	PSPX	006821
388.	PSPX	006822
389.	PSPX	006823
390.	PSPX	006824
391.	PSPX	006825
392.	PSPX	006826
393.	PSPX	006827
394.	PSPX	006828
395.	PSPX	006829
396.	PSPX	006830
397.	PSPX	006831
398.	PSPX	006833
399.	PSPX	006834
400.	PSPX	006835
401.	PSPX	006836
402.	PSPX	006837
403.	PSPX	006838
404.	PSPX	006839
405.	PSPX	006840
406.	PSPX	006841
407.	PSPX	006842
408.	PSPX	006843
409.	PSPX	006844
410.	PSPX	006845
411.	PSPX	006846
412.	PSPX	006847
413.	PSPX	006848
414.	PSPX	006849
415.	PSPX	006850
416.	PSPX	006852
417.	PSPX	006853
418.	PSPX	006854
419.	PSPX	006855
420.	PSPX	006856
421.	PSPX	006871

422.	PSPX	006872
423.	PSPX	006873
424.	PSPX	006874
425.	PSPX	006875
426.	PSPX	006876
427.	PSPX	006877
428.	PSPX	006878
429.	PSPX	006879
430.	PSPX	006880
431.	PSPX	006881
432.	PSPX	006882
433.	PSPX	006883
434.	PSPX	006884
435.	PSPX	006885
436.	PSPX	006886
437.	PSPX	006887
438.	PSPX	006888
439.	PSPX	006890
440.	PSPX	006891
441.	PSPX	006892
442.	PSPX	006893
443.	PSPX	006894
444.	PSPX	006895
445.	PSPX	006896
446.	PSPX	006897
447.	PSPX	006898
448.	PSPX	006899
449.	PSPX	006900
450.	PSPX	006901
451.	PSPX	006902
452.	PSPX	006903
453.	PSPX	006904
454.	PSPX	006905
455.	PSPX	006906
456.	PSPX	006907
457.	PSPX	006908
458.	PSPX	006909
459.	PSPX	006910
460.	PSPX	006911
461.	PSPX	006912
462.	PSPX	006913

**Schedule A1-2**

1.	PPRX	023551
2.	PPRX	023552
3.	PPRX	023555
4.	PPRX	023556
5.	PPRX	023557
6.	PPRX	029453
7.	PPRX	029463
8.	PSPX	023553
9.	PSPX	023554
10.	PSPX	023558
11.	PSPX	023560
12.	PSPX	029401
13.	PSPX	029402
14.	PSPX	029403
15.	PSPX	029404
16.	PSPX	029405
17.	PSPX	029406
18.	PSPX	029407
19.	PSPX	029408
20.	PSPX	029409
21.	PSPX	029410
22.	PSPX	029411
23.	PSPX	029412
24.	PSPX	029414
25.	PSPX	029416
26.	PSPX	029417
27.	PSPX	029418
28.	PSPX	029419
29.	PSPX	029420
30.	PSPX	029421
31.	PSPX	029422
32.	PSPX	029424
33.	PSPX	029425
34.	PSPX	029426
35.	PSPX	029427
36.	PSPX	029428
37.	PSPX	029429
38.	PSPX	029430
39.	PSPX	029431

40.	PSPX	029432
41.	PSPX	029433
42.	PSPX	029434
43.	PSPX	029435
44.	PSPX	029436
45.	PSPX	029437
46.	PSPX	029438
47.	PSPX	029439
48.	PSPX	029440
49.	PSPX	029441
50.	PSPX	029442
51.	PSPX	029443
52.	PSPX	029444
53.	PSPX	029445
54.	PSPX	029446
55.	PSPX	029447
56.	PSPX	029448
57.	PSPX	029449
58.	PSPX	029450
59.	PSPX	029451
60.	PSPX	029452
61.	PSPX	029454
62.	PSPX	029455
63.	PSPX	029456
64.	PSPX	029457
65.	PSPX	029458
66.	PSPX	029459
67.	PSPX	029460
68.	PSPX	029461
69.	PSPX	029462
70.	PSPX	029464
71.	PSPX	029465
72.	PSPX	029466
73.	PSPX	029467
74.	PSPX	029468
75.	PSPX	029471
76.	PSPX	029472
77.	PSPX	029473
78.	PSPX	029474

79.	PSPX	029475
80.	PSPX	029476
81.	PSPX	029477
82.	PSPX	029479
83.	PSPX	029480
84.	PSPX	029481
85.	PSPX	029482
86.	PSPX	029483
87.	PSPX	029484
88.	PSPX	029485
89.	PSPX	029486
90.	PSPX	029487
91.	PSPX	029488
92.	PSPX	029489
93.	PSPX	029490
94.	PSPX	029491
95.	PSPX	029492
96.	PSPX	029493
97.	PSPX	029494
98.	PSPX	029495
99.	PSPX	029496
100.	PSPX	029497
101.	PSPX	029498
102.	PSPX	029499
103.	PSPX	029500
104.	PSPX	029501
105.	PSPX	029502
106.	PSPX	029503
107.	PSPX	029504
108.	PSPX	029505
109.	PSPX	029506
110.	PSPX	029507
111.	PSPX	029508
112.	PSPX	029509
113.	PSPX	029510
114.	PSPX	029511
115.	PSPX	029512

### Schedule B

(i) a Memorandum of Equipment Lease Agreement (Phillips Trust No. 95-1) was recorded with the Surface Transportation Board on August 21, 1995 at 11:36 a.m. under recordation number 19571, and (ii) an Equipment Lease Agreement (Phillips Trust No. 95-1) was recorded with the Registrar General of Canada on August 23, 1995 at 2:35 p.m.

(i) a Memorandum of Lease Supplement (Phillips Trust No. 95-1) No. 1 was recorded with the Surface Transportation Board on August 21, 1995 at 11:36 a.m. under recordation number 19571-A, and (ii) a Lease Supplement (Phillips Trust No. 95-1) No. 1 was recorded with the Registrar General of Canada on August 23, 1995 at 2:35 p.m.

(i) a Memorandum of Equipment Lease Assignment (Phillips Trust No. 95-1) was recorded with the Surface Transportation Board on August 21, 1995 at 11:36 a.m. under recordation number 19571-B, and (ii) an Equipment Lease Assignment (Phillips Trust No. 95-1) was recorded with the Registrar General of Canada on August 23, 1995 at 2:35 p.m.

(i) a Memorandum of Trust Indenture and Security Agreement (Phillips Trust No. 95-1) was recorded with the Surface Transportation Board on August 21, 1995 at 11:35 a.m. under recordation number 19570, and (ii) a Trust Indenture and Security Agreement (Phillips Trust No. 95-1) was recorded with the Registrar General of Canada on August 23, 1995 at 2:35 p.m.

(i) a Memorandum of Trust Indenture Supplement No. 1 (Phillips Trust No. 95-1) was recorded with the Surface Transportation Board on August 21, 1995 at 11:35 a.m. under recordation number 19570-A, and (ii) a Trust Indenture Supplement No. 1 (Phillips Trust No. 95-1) was recorded with the Registrar General of Canada on August 23, 1995 at 2:35 p.m.

**Schedule B1**

Description of Equipment under Lease Supplement (Phillips Trust No. 95-1) No. 1

**COVERED HOPPERS**

<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>
Covered Hopper Cars	See Schedule B1-1 attached hereto	See Schedule B1-1 attached hereto	303 <sup>3</sup>

**TANK CARS**

<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>
Low Pressure Tank Cars	See Schedule B1-2 attached hereto	See Schedule B1-2 attached hereto	40

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<sup>3</sup> Originally 308 Units (PSPX 2412, 2406, 2510, 2578 and 2416 subject to Casualty)

**Schedule B1-1**

1.	CPCX	002449
2.	CPCX	002503
3.	PSPX	002374
4.	PSPX	002375
5.	PSPX	002376
6.	PSPX	002377
7.	PSPX	002378
8.	PSPX	002379
9.	PSPX	002380
10.	PSPX	002381
11.	PSPX	002382
12.	PSPX	002383
13.	PSPX	002384
14.	PSPX	002385
15.	PSPX	002386
16.	PSPX	002387
17.	PSPX	002388
18.	PSPX	002389
19.	PSPX	002390
20.	PSPX	002391
21.	PSPX	002392
22.	PSPX	002393
23.	PSPX	002394
24.	PSPX	002395
25.	PSPX	002396
26.	PSPX	002397
27.	PSPX	002398
28.	PSPX	002399
29.	PSPX	002400
30.	PSPX	002401
31.	PSPX	002402
32.	PSPX	002403
33.	PSPX	002404
34.	PSPX	002405
35.	PSPX	002407
36.	PSPX	002408
37.	PSPX	002409
38.	PSPX	002410

39.	PSPX	002411
40.	PSPX	002413
41.	PSPX	002414
42.	PSPX	002415
43.	PSPX	002417
44.	PSPX	002418
45.	PSPX	002419
46.	PSPX	002420
47.	PSPX	002421
48.	PSPX	002422
49.	PSPX	002423
50.	PSPX	002424
51.	PSPX	002425
52.	PSPX	002426
53.	PSPX	002427
54.	PSPX	002428
55.	PSPX	002429
56.	PSPX	002430
57.	PSPX	002431
58.	PSPX	002432
59.	PSPX	002433
60.	PSPX	002434
61.	PSPX	002435
62.	PSPX	002436
63.	PSPX	002437
64.	PSPX	002438
65.	PSPX	002439
66.	PSPX	002440
67.	PSPX	002441
68.	PSPX	002442
69.	PSPX	002443
70.	PSPX	002444
71.	PSPX	002445
72.	PSPX	002446
73.	PSPX	002447
74.	PSPX	002448
75.	PSPX	002450
76.	PSPX	002451

77.	PSPX	002452
78.	PSPX	002453
79.	PSPX	002454
80.	PSPX	002455
81.	PSPX	002456
82.	PSPX	002457
83.	PSPX	002458
84.	PSPX	002459
85.	PSPX	002460
86.	PSPX	002461
87.	PSPX	002462
88.	PSPX	002463
89.	PSPX	002464
90.	PSPX	002465
91.	PSPX	002466
92.	PSPX	002467
93.	PSPX	002468
94.	PSPX	002469
95.	PSPX	002470
96.	PSPX	002471
97.	PSPX	002472
98.	PSPX	002473
99.	PSPX	002474
100.	PSPX	002475
101.	PSPX	002476
102.	PSPX	002477
103.	PSPX	002478
104.	PSPX	002479
105.	PSPX	002480
106.	PSPX	002481
107.	PSPX	002482
108.	PSPX	002483
109.	PSPX	002484
110.	PSPX	002485
111.	PSPX	002486
112.	PSPX	002487
113.	PSPX	002488
114.	PSPX	002489

115.	PSPX	002490
116.	PSPX	002491
117.	PSPX	002492
118.	PSPX	002493
119.	PSPX	002494
120.	PSPX	002495
121.	PSPX	002496
122.	PSPX	002497
123.	PSPX	002498
124.	PSPX	002499
125.	PSPX	002500
126.	PSPX	002501
127.	PSPX	002502
128.	PSPX	002504
129.	PSPX	002505
130.	PSPX	002506
131.	PSPX	002507
132.	PSPX	002508
133.	PSPX	002509
134.	PSPX	002511
135.	PSPX	002512
136.	PSPX	002513
137.	PSPX	002514
138.	PSPX	002515
139.	PSPX	002516
140.	PSPX	002517
141.	PSPX	002518
142.	PSPX	002519
143.	PSPX	002520
144.	PSPX	002521
145.	PSPX	002522
146.	PSPX	002523
147.	PSPX	002524
148.	PSPX	002525
149.	PSPX	002526
150.	PSPX	002527
151.	PSPX	002528
152.	PSPX	002529
153.	PSPX	002530
154.	PSPX	002531
155.	PSPX	002532

156.	PSPX	002533
157.	PSPX	002534
158.	PSPX	002535
159.	PSPX	002536
160.	PSPX	002537
161.	PSPX	002538
162.	PSPX	002539
163.	PSPX	002540
164.	PSPX	002541
165.	PSPX	002542
166.	PSPX	002543
167.	PSPX	002544
168.	PSPX	002545
169.	PSPX	002546
170.	PSPX	002547
171.	PSPX	002548
172.	PSPX	002549
173.	PSPX	002550
174.	PSPX	002551
175.	PSPX	002552
176.	PSPX	002553
177.	PSPX	002554
178.	PSPX	002555
179.	PSPX	002556
180.	PSPX	002557
181.	PSPX	002558
182.	PSPX	002559
183.	PSPX	002560
184.	PSPX	002561
185.	PSPX	002562
186.	PSPX	002563
187.	PSPX	002564
188.	PSPX	002565
189.	PSPX	002566
190.	PSPX	002567
191.	PSPX	002568
192.	PSPX	002569
193.	PSPX	002570
194.	PSPX	002571
195.	PSPX	002572
196.	PSPX	002573

197.	PSPX	002574
198.	PSPX	002575
199.	PSPX	002576
200.	PSPX	002577
201.	PSPX	002579
202.	PSPX	002580
203.	PSPX	002581
204.	PSPX	002582
205.	PSPX	002583
206.	PSPX	002584
207.	PSPX	002585
208.	PSPX	002586
209.	PSPX	002587
210.	PSPX	002588
211.	PSPX	002589
212.	PSPX	002590
213.	PSPX	002591
214.	PSPX	002592
215.	PSPX	002593
216.	PSPX	002594
217.	PSPX	002595
218.	PSPX	002596
219.	PSPX	002597
220.	PSPX	002598
221.	PSPX	002599
222.	PSPX	002600
223.	PSPX	002601
224.	PSPX	002602
225.	PSPX	002603
226.	PSPX	002604
227.	PSPX	002605
228.	PSPX	002606
229.	PSPX	002607
230.	PSPX	002608
231.	PSPX	002609
232.	PSPX	002610
233.	PSPX	002611
234.	PSPX	002612
235.	PSPX	002613
236.	PSPX	002614
237.	PSPX	002615

238.	PSPX	002616
239.	PSPX	002617
240.	PSPX	002618
241.	PSPX	002619
242.	PSPX	002620
243.	PSPX	002621
244.	PSPX	002622
245.	PSPX	002623
246.	PSPX	002624
247.	PSPX	002625
248.	PSPX	002626
249.	PSPX	002627
250.	PSPX	002628
251.	PSPX	002629
252.	PSPX	002630
253.	PSPX	002631
254.	PSPX	002632
255.	PSPX	002633
256.	PSPX	002634
257.	PSPX	002635
258.	PSPX	002636
259.	PSPX	002637
260.	PSPX	002638
261.	PSPX	002639
262.	PSPX	002640
263.	PSPX	002641
264.	PSPX	002642
265.	PSPX	002643
266.	PSPX	002644
267.	PSPX	002645
268.	PSPX	002646
269.	PSPX	002647
270.	PSPX	002648
271.	PSPX	002649
272.	PSPX	002650
273.	PSPX	002651
274.	PSPX	002652
275.	PSPX	002653
276.	PSPX	002654
277.	PSPX	002655
278.	PSPX	002656

279.	PSPX	002657
280.	PSPX	002658
281.	PSPX	002659
282.	PSPX	002660
283.	PSPX	002661
284.	PSPX	002662
285.	PSPX	002663
286.	PSPX	002664
287.	PSPX	002665
288.	PSPX	002666
289.	PSPX	002667
290.	PSPX	002668
291.	PSPX	002669
292.	PSPX	002670
293.	PSPX	002671
294.	PSPX	002672
295.	PSPX	002673
296.	PSPX	002674
297.	PSPX	002675
298.	PSPX	002676
299.	PSPX	002677
300.	PSPX	002678
301.	PSPX	002679
302.	PSPX	002680
303.	PSPX	002681

**Schedule B1-2**

1.	PPRX	29361
2.	PPRX	29362
3.	PPRX	29363
4.	PPRX	29364
5.	PPRX	29365
6.	PPRX	29366
7.	PPRX	29367
8.	PPRX	29368
9.	PPRX	29383
10.	PPRX	29386
11.	PPRX	29387
12.	PPRX	29388
13.	PPRX	29389
14.	PPRX	29390
15.	PPRX	29392
16.	PPRX	29393
17.	PPRX	29394
18.	PPRX	29395
19.	PPRX	29396
20.	PPRX	29397
21.	PPRX	29398
22.	PPRX	29399
23.	PPRX	29400
24.	PSPX	029369
25.	PSPX	029370
26.	PSPX	029371
27.	PSPX	029372
28.	PSPX	029373
29.	PSPX	029374
30.	PSPX	029375
31.	PSPX	029376
32.	PSPX	029377
33.	PSPX	029378
34.	PSPX	029379
35.	PSPX	029380
36.	PSPX	029381
37.	PSPX	029382
38.	PSPX	029384
39.	PSPX	029385
40.	PSPX	029391

### Schedule C

A Memorandum of Equipment Lease Agreement (Phillips Trust No. 96-1) was recorded with (i) the Surface Transportation Board on December 30, 1996 at 9:15 a.m. under recordation number 20428, and (ii) the Registrar General of Canada on December 30, 1996 at 2:31 p.m.

A Memorandum of Lease Supplement (Phillips Trust No. 96-1) No. 1 was recorded with (i) the Surface Transportation Board on December 30, 1996 at 9:15 a.m. under recordation number 20428-A, and (ii) the Registrar General of Canada on December 30, 1996 at 2:33 p.m.

A Memorandum of Equipment Lease Assignment (Phillips Trust No. 96-1) was recorded with (i) the Surface Transportation Board on December 30, 1996 at 9:15 a.m. under recordation number 20428-B, and (ii) the Registrar General of Canada on December 30, 1996 at 2:34 p.m.

A Memorandum of Trust Indenture and Security Agreement (Phillips Trust No. 96-1) was recorded with (i) the Surface Transportation Board on December 30, 1996 at 9:15 a.m. under recordation number 20427, and (ii) the Registrar General of Canada on December 30, 1996 at 2:30 p.m.

A Memorandum of Trust Indenture Supplement No. 1 (Phillips Trust No. 96-1) was recorded with (i) the Surface Transportation Board on December 30, 1996 at 9:15 a.m. under recordation number 20427-A, and (ii) the Registrar General of Canada on December 30, 1996 at 2:32 p.m.

**Schedule C1**

Description of Equipment under Lease Supplement (Phillips Trust No. 96-1) No. 1

COVERED HOPPERS

<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit Nos.</b>	<b># of Units</b>
Covered Hopper Cars	See Schedule C1-1 attached hereto	See Schedule C1-1 attached hereto	321 <sup>4</sup>

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<sup>4</sup> Originally 325 Units (PSPX 8192, 3019, 3180 and 3001 subject to Casualty)

**Schedule C1-1**

1.	HCBX	003004
2.	HCBX	003082
3.	HCBX	008140
4.	HCBX	008169
5.	HCBX	008182
6.	PSPX	003002
7.	PSPX	003003
8.	PSPX	003005
9.	PSPX	003006
10.	PSPX	003007
11.	PSPX	003008
12.	PSPX	003009
13.	PSPX	003010
14.	PSPX	003011
15.	PSPX	003012
16.	PSPX	003013
17.	PSPX	003014
18.	PSPX	003015
19.	PSPX	003016
20.	PSPX	003017
21.	PSPX	003018
22.	PSPX	003020
23.	PSPX	003021
24.	PSPX	003022
25.	PSPX	003023
26.	PSPX	003024
27.	PSPX	003025
28.	PSPX	003026
29.	PSPX	003027
30.	PSPX	003028
31.	PSPX	003029
32.	PSPX	003030
33.	PSPX	003031
34.	PSPX	003032
35.	PSPX	003033
36.	PSPX	003034
37.	PSPX	003035
38.	PSPX	003036
39.	PSPX	003037
40.	PSPX	003038

41.	PSPX	003039
42.	PSPX	003040
43.	PSPX	003041
44.	PSPX	003042
45.	PSPX	003043
46.	PSPX	003044
47.	PSPX	003045
48.	PSPX	003046
49.	PSPX	003047
50.	PSPX	003048
51.	PSPX	003049
52.	PSPX	003050
53.	PSPX	003051
54.	PSPX	003052
55.	PSPX	003053
56.	PSPX	003054
57.	PSPX	003055
58.	PSPX	003056
59.	PSPX	003057
60.	PSPX	003058
61.	PSPX	003059
62.	PSPX	003060
63.	PSPX	003061
64.	PSPX	003062
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CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/26/12

Edward M Luria  
Edward M. Luria