



RICHMOND LEASING COMPANY

777 SOUTH POST OAK ROAD • HOUSTON, TEXAS 77056 • 713-627-9004

March 25, 1977

7-084A091

MAR 25 1977

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CC Washington, D. C.

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Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of March 25, 1977, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee); and

2. Three (3) executed counterparts of a Bill of Sale dated as of March 25, 1977, between Richmond Leasing Company and Mercantile National Bank at Dallas.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto.

The Assignment and the Bill of Sale have been executed in connection with the Equipment Trust Agreement, Series 10, dated as of January 19, 1977, between Richmond Leasing Company and Mercantile National Bank at Dallas, Trustee, recorded under Recordation No. 8665 on January 21, 1977, at 1:35 P.M.

Enclosed is a check in the necessary amount to cover the recordation fee.

RECORDATION NO. 8665-^E Filed & Recorded

RECORDATION NO. 8665-^F Filed & Recorded

MAR 25 1977 -12 45 PM

MAR 25 1977 -12 45 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Secretary, Baltimore Fed
B.F. Burnett

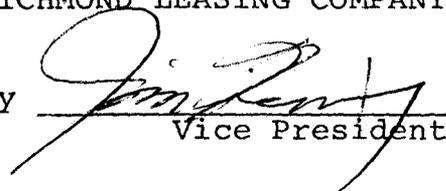
Secretary
Interstate Commerce Commission
March 25, 1977
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You are hereby authorized to deliver one executed copy of the Assignment and Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

A handwritten signature in cursive script, appearing to be "J. J. J. J. J.", written over a horizontal line.

Vice President

MAR 25 1977 - 12 45 PM

RICHMOND LEASING COMPANY
Equipment Trust, Series 10

MULTISTATE COMMERCE COMMISSION

BILL OF SALE

THIS AGREEMENT, dated the 25th day of March, 1977, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of January 19, 1977, by and between Seller and Buyer.

In consideration of \$10.00 in hand paid, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto

Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By 
Donald E. Jessie, President



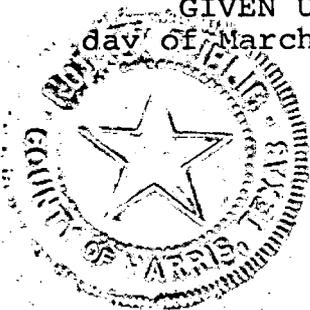

S. Ann Lusk, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared DONALD E. JESSIE, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of RICHMOND LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 25th day of March, 1977.



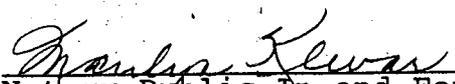

Notary Public In and For
Harris County, T E X A S

EXHIBIT A

RICHMOND LEASING COMPANY
EQUIPMENT TRUST, SERIES 10

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
Continental Oil Company	10	DOT111A100W5	20,800	RTMX 2717 thru 2726	\$ 353,540	34 mo.*	Feb. 1977	\$ 3,970
Allied Chemical Company	34	DOT105A300W	34,000	RTMX 3600 thru 3633	\$1,594,872	144 mo.**	Feb. 1977	\$17,340

* Option to renew for an additional 34 months.

** Option to cancel after 36 months and 72 months.

EXHIBIT B

EXISTING LEASES

1. Riders dated September 7, 1976, to Tank Car Lease and Service Contract dated December 20, 1975, between Richmond Leasing Company and Continental Oil Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	20,800 gallons DOT111A100W5	RTMX 2717 thru 2726

2. Tank Car Lease and Service Contract dated December 20, 1976, between Richmond Leasing Company and Allied Chemical Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
34	34,000 gallons DOT105A300W	RTMX 3600 thru 3633