

8665-17  
RECORDATION NO. Filed & Recorded

RICHMOND LEASING COMPANY FEB 28 1977 11 15 AM  
Equipment Trust, Series 10 INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS AGREEMENT, dated the 22nd day of February, 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

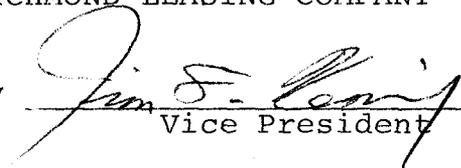
Secretary  
Interstate Commerce Commission  
February 22, 1977  
Page Two

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

  
Vice President

8665-2  
RICHMOND LEASING COMPANY  
Equipment Trust, Series 10

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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

(SEAL)

By Glenn A. Welsh  
Glenn A. Welsh, President

ATTEST:

S. Ann Lusk  
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 GLENN A. WELSCH, 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 16 day of February, 1977.

Juanita D. Crofford  
Notary Public In and For  
Harris County, T E X A S

EXHIBIT A

RICHMOND LEASING COMPANY  
EQUIPMENT TRUST, SERIES 10

DESCRIPTION OF EQUIPMENT AND LEASES

<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>
Terra Chemicals International, Inc.	30	DOT105A300W	33,750	RTMX 3560 thru 3589	\$1,404,870	144 mo.*	Jan. 1977	\$15,300
ICI Unites States, Inc.	15	DOT105A300W	33,750	RTMX 3470 thru 3484	\$ 703,040	180 mo.**	Oct. 1976	\$ 7,650

\* Option to cancel after 60 months.

\*\* Option to cancel after 72 months and 132 months.

EXHIBIT B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated December 30, 1976 between Richmond Leasing Company and Terra Chemicals International, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	33,750 gallons DOT105A300W	RTMX 3560 thru 3589

2. Tank Car Lease and Service Contract dated October 13, 1976, between Richmond Leasing Company and ICI United States, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	33,750 gallons DOT105A300W	RTMX 3470 thru 3484