

RICHMOND LEASING COMPANY  
777 SOUTH POST OAK ROAD  
HOUSTON, TEXAS 77056

RECORDATION NO. 9246-1 Filed & Recorded

JUN 1 1978 -9 50 AM

May 31, 1978

RECORDATION NO. 9246-1 Filed & Recorded

JUN 1 1978 -9 50 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

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 a First Supplement to Equipment Trust Agreement and a Release of Equipment from Equipment Trust Agreement of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of a First Supplement to Equipment Trust Agreement ("First Supplement") dated as of May 31, 1978, among Mercantile National Bank at Dallas, Trustee, Richmond Leasing Company, Mercantile National Bank at Dallas, and Teachers Insurance and Annuity Association of America; and
2. Three (3) executed counterparts of a Release of Equipment from Equipment Trust Agreement ("Release") dated as of May 31, 1978, among Mercantile National Bank at Dallas, Trustee, Richmond Leasing Company, Mercantile National Bank at Dallas, and Teachers Insurance and Annuity Association of America.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201, and the address of Teachers Insurance and Annuity Association of America is 730 Third Avenue, New York, New York 10017.

8-152A020

Date JUN 1 1978

Fee \$ 20

ICC Washington, D. C.

RECEIVED  
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FEE OPERATION BR.

*Handwritten signatures:*  
Ginger Walker  
C. [unclear]

Secretary  
Interstate Commerce Commission  
May 31, 1978  
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The First Supplement and the Release have been executed in connection with an Equipment Trust Agreement dated as of February 1, 1978, and filed with the Interstate Commerce Commission on February 22, 1978, and which has been assigned the following recordation number: 9246.

The First Supplement adds to the above-described Equipment Trust Agreement the equipment described in Exhibit A hereto, and the Release deletes and releases from the above-described Equipment Trust Agreement the equipment described in Exhibit B hereto.

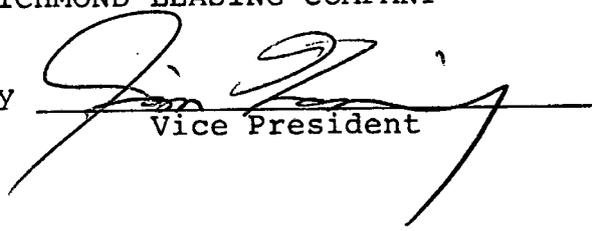
Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the First Supplement and the Release with filing data noted thereon, following recordation, to the representative of Messrs. Baker & Botts, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

  
Vice President

JUN 1 1978 9 52 AM

RELEASE OF EQUIPMENT FROM  
EQUIPMENT TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS RELEASE dated as of May 31, 1978, to the Equipment Trust Agreement dated as of February 1, 1978, as amended by the First Supplement dated as of May 31, 1978 (hereinafter the "Trust Agreement"), by and between MERCANTILE NATIONAL BANK AT DALLAS, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter in such capacity called "Trustee"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"):

W I T N E S S E T H:

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission on February 22, 1978, under Recordation No. 9246;

WHEREAS, Exhibit A to the Trust Agreement included as Equipment subject to the provisions of the Trust Agreement the railroad tank cars described in Annex A hereto;

WHEREAS, pursuant to the terms of a Purchase Agreement (hereinafter the "Purchase Agreement") dated as of February 1, 1978, among MERCANTILE NATIONAL BANK AT DALLAS (hereinafter in such capacity called the "Interim Purchaser"), TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA (hereinafter called the "Long-Term Purchaser"), and the Company, the Interim Purchaser has purchased Trust Certificates (hereinafter called "Trust Certificates") issued under the Trust Agreement and, subject to the terms and conditions of the Purchase Agreement, will sell such Trust Certificates and other Trust Certificates to the Long-Term Purchaser;

WHEREAS, the parties desire to amend the Trust Agreement as provided herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereby agree as follows:

1. The Trust Agreement is hereby amended to delete from Exhibit A to the Trust Agreement the railroad tank cars described in Annex A hereto, and such railroad tank cars shall be released from and shall not be subject to the Trust Agreement.

2. The Trust Agreement is hereby amended to modify Paragraph 3 of Exhibit B thereto to read as set forth in Annex B hereto.

3. The Interim Purchaser and the Long-Term Purchaser consent to such amendment of the Trust Agreement.

4. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

5. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

6. Terms used in this Release have the same meaning herein as in the Trust Agreement.

7. The terms "Trust Agreement, "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by this Release.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TEACHERS INSURANCE AND ANNUITY  
ASSOCIATION OF AMERICA

By   
JOHN M. BALDWIN  
INVESTMENT OFFICER  
  
FRANK J. PADOS  
SECOND VICE PRESIDENT

ATTEST:

MERCANTILE NATIONAL BANK  
AT DALLAS, TRUSTEE

[Signature]

By [Signature]  
Trust Officer

[SEAL]

ATTEST:

RICHMOND LEASING COMPANY

[Signature: Kenneth W. Harbin]

By [Signature]  
Vice President

[SEAL]

ATTEST:

MERCANTILE NATIONAL BANK  
AT DALLAS

[Signature: Max R. Hefner]

By [Signature]

[SEAL]

THE STATE OF NEW YORK §  
COUNTY OF NEW YORK §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared JOHN M. BALDWIN, FRANK PADOS of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, known to me to be the persons and officers whose names <sup>are</sup> subscribed to the foregoing instrument, and acknowledged to me that the same was the act of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a corporation, and that they 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 31 day of May, 1978.



[SEAL]

[Signature: Jeanne Gaspin]  
NOTARY PUBLIC IN AND FOR  
COUNTY, NEW YORK

**JEANNE GASPIN**  
NOTARY PUBLIC, State of New York  
No. 41-4650536  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1979

THE STATE OF TEXAS §  
COUNTY OF DALLAS §

On this 30<sup>th</sup> day of May, 1978, before me personally appeared J.S. McREYNOLDS to me personally known, who being by me duly sworn, says that he is a TRUST OFFICER of MERCANTILE NATIONAL BANK AT DALLAS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 30<sup>th</sup> day of May, 1978.

[SEAL]

Sandra L. Gardner  
NOTARY PUBLIC IN AND FOR  
DALLAS COUNTY, T E X A S

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 Jim Herring, Vice 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 26 day of May, 1978.

[SEAL]

Jan Lewis  
NOTARY PUBLIC IN AND FOR  
HARRIS COUNTY, T E X A S

THE STATE OF TEXAS §  
COUNTY OF DALLAS §

On this 30<sup>th</sup> day of May, 1978, before me personally appeared THOMAS J. HAMMER to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of MERCANTILE NATIONAL BANK AT DALLAS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 30<sup>th</sup> day of  
May, 1978.

[SEAL]

Sandra L. Gardner  
NOTARY PUBLIC IN AND FOR  
DALLAS COUNTY, T E X A S

ANNEX A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
38 tank cars	105A300W	34,000	RTMX 4614-4651	Feb., 1978	144 months (1)	\$20,178

(1) Cancellation option after 72 months.

ANNEX B

3. Tank Car Lease and Service Contract dated July 21, 1977, including Riders 1 and 2 thereto, both dated July 21, 1977, between Richmond Leasing Company and Sun Oil Company of Pennsylvania, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	34,000 gallon DOT105A300W	RTMX 4652 thru 4668