TEXAS COMMERCE BANK
ASSOCIATION

RECORDATION NO. 10968-A Filed 1425
OCT 26 1979 -3 10 PM
INTERSTATE COMMERCE COMMISSION

ROBERT J. McGEE, JR.
Banking Officer

P. O. Box 2558
Houston, Texas 77001
(713) 236-5337

October 9, 1979

Secretary of Interstate Commerce Commission
Washington, D.C. 20423

Gentlemen:

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Section 1116 of Title 49 of the Code of Federal Regulations, there is submitted herewith for filing and recordation a Security Agreement, and a Bill of Sale of the railroad tank cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of a Security Agreement dated October 9, 1979, by and between Texas Commerce Bank National Association and Sam P. Douglass; and
2. Three (3) true copies of five (5) Bills of Sale dated March 22, 1979, March 29, 1979, April 4, 1979, May 21, 1979 and May 29, 1979, respectively, each between RSL Corporation and Sam P. Douglass.
3. Three (3) true copies of five (5) Bills of Sale dated March 22, 1979, March 29, 1979, April 4, 1979, May 17, 1979 and May 29, 1979, respectively, each between ACF Industries, Inc. and RSL Corp.

Also enclosed is a check in the amount of $150.00 for payment of the recordation fee.

The address of the mortgagor, Sam P. Douglass, is P. O. Box 13197, Houston, Texas 77019, and the address of the mortgagee, Texas Commerce Bank National Association, is 712 Main Street, Houston, Texas 77002.

Please return an original counterpart of each of the enclosed instruments with filing data noted thereon, to the undersigned officer in care of Texas Commerce Bank National Association at the above address. If you need additional information with regard to these instruments or this transaction, please contact the undersigned. Thank you kindly for your attention to this matter.

Very truly yours,

TEXAS COMMERCE BANK NATIONAL ASSOCIATION

BY Robert J. McGee, Jr.
Robert J. McGee, Jr.

Texas Commerce Bank

RSL CORP.

2510 Van Ness Avenue, San Francisco, California 94109 (415) 771-5577

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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

RSL Corp., a California corporation (hereinafter called the "Seller"), for and in consideration of the sum of One Dollar ($1.00) and other good and valuable consideration, the receipt of which is acknowledged, does hereby sell, assign, convey, transfer and set over unto Sam P. Douglass (hereinafter called the "Buyer"), the following equipment:

Three 100 ton roller-bearing DOT 111A100W-1, 21,000 gallon, 12 lines interior coiled non-insulated tank cars lettered and numbered:

GLNX 21027, 21028, 21029

The Seller warrants and guarantees to the Buyer that at the time of delivery to the Buyer of the above described equipment, the title to the equipment so delivered was free from any liens and emcumbrances. Seller hereby assigns, to Buyer all of Seller's rights under any warranties made by ACF Industries, Inc. to Seller in connection with Seller's purchase of such cars from ACF Industries, Inc.

In witness whereof, RSL Corp. has caused this instrument to be executed and delivered by its duly authorized officer this 4th day of April, 1979.

RSL Corp.

By Thomas B. Harber

President