

RECORDATION NO. 8462 Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

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Secretary
Interstate Commerce Commission
Washington, D.C. 20423

February 28, 1977

7-059A 107

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Gentlemen:

In accordance with the provisions of Section 20C of the Interstate Commerce Act and rules and regulations by the Interstate Commerce Commission thereunder, there is submitted herewith for filing and recordation a Second Supplemental Agreement, a Second Supplemental Assignment, a Release and a Bill of Sale concerning railroad cars used or intended for use in connection with Interstate Commerce, as follows:

(i) Three (3) executed counterparts of a Second Supplemental Agreement dated as of February 28, 1977 by and between Richmond Leasing Company and The First National Bank of Fort Worth, as Trustee, amending Richmond Leasing Company Equipment Trust Agreement Series 9 dated as of August 31, 1976, and filed with the ICC at 12:40 p.m. on August 31, 1976, under Recordation No. 8462, hereinafter the "Equipment Trust Agreement, Series 9".

(ii) Three (3) executed counterparts of the Second Supplemental Assignment dated February 28, 1977 by and between Richmond Leasing Company (Assignor) and The First National Bank of Fort Worth (Assignee), executed in connection with the Equipment Trust Agreement, Series 9.

(iii) Three (3) executed counterparts of a Release dated as of February 28, 1977 by and between Richmond Leasing Company and The First National Bank of Fort Worth in connection with the Equipment Trust Agreement, Series 9.

(iv) Three (3) executed counterparts of the Bill of Sale, dated February 28, 1977, between The First National Bank of Fort Worth and Richmond Leasing Company.

Michael Mendroff

Conterpa

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I.C.C.
FEE OPERATION BR.

Secretary
February 28, 1977
Page Two

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas, 77056, and the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas, 76102.

The equipment covered by the Second Supplemental Agreement and the Second Supplemental Assignment is described in Attachment A and Exhibit A-1 hereto.

The equipment covered by the Release is described in Exhibit A-Release hereto.

The equipment covered by the Bill of Sale is described on the attached Exhibit A.

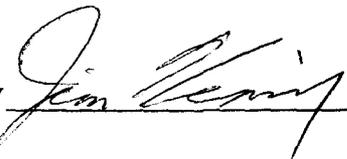
Enclosed is a check for the necessary amount to cover the recordation fee.

The enclosed Bill of Sale has been executed in connection with Richmond Leasing Company Equipment Trust Agreement, Series 9, recorded under Recordation No. 8462 on August 31, 1976, at 12:40 p.m.

You are hereby authorized to deliver one executed counterpart of the Second Supplemental Agreement, Second Supplemental Assignment Release and the Bill of Sale with filing date notes thereon, following recordation, to the representative of Messrs. Sidley & Austin who is delivering this letter and said enclosure to you.

Very truly yours,

RICHMOND LEASING COMPANY

By  _____

ATTACHMENT A

Tank Car Lease and Service Contract dated March 30, 1976, by and between Richmond Leasing Company and Exxon Chemical Company, U.S.A., an Operating Division of Exxon Chemical Company, a Division of Exxon Corporation, as supplemented by a Rider to Tank Car Lease and Service Contract dated December 9, 1976, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	33,500 Gallons DOT105A400W	RTMX 3840 thru 3867

EXHIBIT A-1

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	33,500 Gallons DOT105A400W	RTMX 3840 thru 3867

EXHIBIT A-RELEASE

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	24,680 Gallons DOT 105A300W	RTMX 2716

EXHIBIT A
RICHMOND LEASING COMPANY
EQUIPMENT TRUST, SERIES 9

<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>
Conoco	17	DOT105A300W	24,680	RTMX 2699 thru 2715	\$702,015	34 mo.*	Feb. 1977	\$ 6,800

*Option to extend for an additional 34 months.

Interstate Commerce Commission

Washington, D.C. 20423

2/28/77

OFFICE OF THE SECRETARY

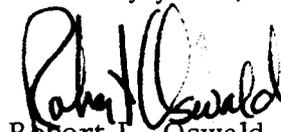
Mr. Jim Herring
Richmond Leasing Company
777 South Post Oak
Houston, Texas 77056

Dear
Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 2/28/77 at 1:40pm
and assigned recordation number(s)

8462-H, 8462-I, 8462-J & 8462-K

Sincerely yours,



Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

FEB 28 1977 -1 40 PM

SECOND SUPPLEMENTAL AGREEMENT

INTERSTATE COMMERCE COMMISSION

This SECOND SUPPLEMENTAL AGREEMENT, effective as of February 28, 1977, by and between THE FIRST NATIONAL BANK OF FORT WORTH, a national banking association incorporated and existing under the laws of the United States, as Trustee under the Trust Agreement as hereinafter defined (hereinafter called "FNB"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "RLC"):

W I T N E S S E T H :

WHEREAS, FNB and RLC have previously entered into Richmond Leasing Company Equipment Trust, Series 9, dated as of August 31, 1976, and filed with the Interstate Commerce Commission at 12:40 p.m. on August 31, 1976, under Recordation No. 8462 as supplemented by the first Supplemental Agreement dated as of October 22, 1976, and filed with the Interstate Commerce Commission at 1:30 P.M. on October 27, 1976, under Recordation 8462-D (hereinafter the "Trust Agreement"), pursuant to which Trust Agreement there were to be issued and sold Trust Certificates in the aggregate amount of \$5,000,000 (hereinafter the "Trust Certificates"), the funds from the sale of the Trust Certificates (the "Trust Funds") to constitute the Richmond Leasing Company Equipment Trust, Series 9 (the Equipment Trust, Series 9"); and

WHEREAS, a portion of the Trust Funds have been disbursed from time to time to finance 80% of the purchase price of the Trust Equipment (as defined in the Trust Agreement); and

WHEREAS, RLC has financed certain railway equipment specified in Attachment A hereto (hereinafter the "Railway Equipment"), which was subject to a Lease which terminated, a new Lease having been executed covering the Railway Equipment, said Lease being specified in Attachment A hereto (the "Lease"); and

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

NOW, THEREFORE, in consideration of the premises and the mutual covenants and promises herein contained, FNB and RLC hereby agree as follows:

1. The Trust Agreement is hereby amended to include in Exhibit B to the Trust Agreement the Lease contained in Attachment A hereof. Accordingly, the term "Existing Lease" as used in the Trust Agreement shall hereafter mean and include for all intents and purposes the Lease.

IN WITNESS WHEREOF, FNB and RLC 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.

THE FIRST NATIONAL BANK
OF FORT WORTH

ATTEST:



(SEAL)

Senior Vice President
And Trust Officer

By



Trust Officer

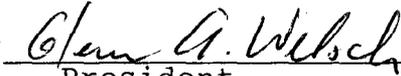
RICHMOND LEASING COMPANY

ATTEST:



(SEAL)

By



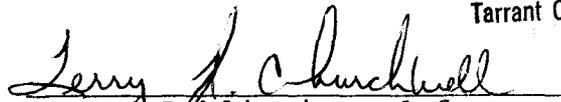
President

THE STATE OF TEXAS §

COUNTY OF TARRANT §

On this 28th day of February, 1977, before me personally appeared Thomas O. Tate to me personally known, who, being by me duly sworn says that he is a Trust Officer of The First National Bank of Fort Worth, 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Terry K. Churchwell, Notary Public
Tarrant County, Texas


Notary Public in and for
Tarrant County, T E X A S

My Commission Expires June 1, 1977

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared GLENN A. WELSCH, President of Richmond Leasing Company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN under my hand and seal of office this 28th day of February, 1977.

Donna Lynn Harrison
Notary Public in and for
Harris County, T E X A S

ATTACHMENT A

Tank Car Lease and Service Contract dated March 30, 1976, by and between Richmond Leasing Company and Exxon Chemical Company, U.S.A., an Operating Division of Exxon Chemical Company, a Division of Exxon Corporation, as supplemented by a Rider to Tank Car Lease and Service Contract dated December 9, 1976, covering the following described railroad cars:

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