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INTERSTATE COMMERCE COMMISSION
RICHMOND LEASING COMPANY

777 SOUTH POST OFFICE BUILDING HOUSTON, TEXAS 77056 • 713-627-9004

RECORDATION NO. 8462 Filed & Recorded

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February 28, 1977

INTERSTATE COMMERCE COMMISSION

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Secretary
Interstate Commerce Commission
Washington, D.C. 20423

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Gentlemen:

ICC Washington, D. C.

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 Menneroff

Conroy

FEE OPERATION BR.
I.C.C.

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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  _____

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FEB 28 1977 - 1 42 PM

INTERSTATE COMMERCE COMMISSION

RELEASE

THIS RELEASE, dated as of February 28, 1977, by and between 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 (hereinafter the "Trust Agreement"), covering certain railway equipment ("Railway Equipment") described in Exhibit A to the Trust Agreement, as supplemented, and RLC assigned to FNB all of RLC's right, title and interest as lessor in, to and under the leases (the "Leases") described in Exhibit B to the Trust Agreement, as supplemented.

WHEREAS, certain Railway Equipment listed on Exhibit A hereto ("Surplus Equipment") and the Lease thereof insofar and only insofar as it covers the Surplus Equipment described

in Exhibit B ("Surplus Lease") were listed on Exhibit A and Exhibit B to the Trust Agreement and the parties now desire to delete and release the Surplus Equipment and Surplus Lease from Exhibit A and Exhibit B to the Trust Agreement;

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

The Surplus Equipment contained in Exhibit A hereof and the Surplus Lease (insofar but only insofar as it covers the Surplus Equipment) contained in Exhibit B hereof are hereby deleted from Exhibit A and Exhibit B, respectively, of the Trust Agreement and shall be no longer subject in any way to the Trust Agreement or to the rights of the Trustee or the Holders of the Trust Certificates (as those terms are defined in the Trust Agreement) thereunder.

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 above written.

FIRST NATIONAL BANK
OF FORT WORTH

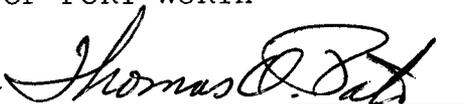
ATTEST:



(SEAL)

Senior Vice President
And Trust Officer

By



RICHMOND LEASING COMPANY

ATTEST:

[Handwritten Signature]

By *Glenn A. Welsh*

(SEAL)

THE STATE OF TEXAS §

COUNTY OF TARRANT §

On this the 28th day of February, 1977, before me personally appeared Thomas O. Pate, known to me personally, who, being by me duly sworn says that he is a Trust Officer of 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 Pub'l
Tarrant County, Texas**

Terry K. Churchwell
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, and 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

EXHIBIT A
SURPLUS EQUIPMENT

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

EXHIBIT B
SURPLUS LEASE

Tank Car Lease and Service Contract dated December 20, 1975, between Richmond Leasing Company and Continental Oil Company as supplemented on September 7, 1976, covering the following described railroad tank car, insofar and only insofar as it covers this one tank car:

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