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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

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I.C.C.

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Secretary
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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  _____

RECORDATION NO. 8462-15 Filed & Recorded

RICHMOND LEASING COMPANY
Equipment Trust, Series 9

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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS CONTRACT, dated this 28th 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 The First National Bank of Fort Worth, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Richmond Leasing Company Equipment Trust, Series 9, dated August 31, 1976.

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 Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

ATTEST:

By Glenn A. Welsch
Glenn A. Welsch, President

S. Ann Lusk
S. Ann Lusk, Secretary

[SEAL]

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 28th day of February, 1977.

Donna Lynn Harrison
Notary Public in and for
Harris County, Texas

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.

EXHIBIT B

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 cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
42	24,680 Gallons DOT 105A300W	RTMX 2675 thru 2716