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JUL 25 1977



RICHMOND LEASING COMPANY
777 SOUTH POST OAK ROAD • HOUSTON, TEXAS 77056 • 713-627-9004

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C Washington, D.C.

JUL 25 1977 - 12 40 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8665-977
Filed & Recorded
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Secretary
Interstate Commerce Commission
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

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 an Assignment and a Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of July 25, 1977, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee); and

2. Three (3) executed counterparts of a Bill of Sale dated as of July 25, 1977, between Richmond Leasing Company and Mercantile National Bank at Dallas.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto.

The Assignment and the Bill of Sale have been executed in connection with the Equipment Trust Agreement, Series 10, dated as of January 19, 1977, between Richmond Leasing Company and Mercantile National Bank at Dallas, Trustee, recorded under Recordation No. 8665 on January 21, 1977, at 1:35 P.M.

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

Susan Tommen

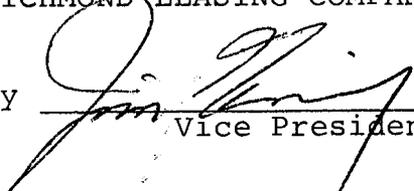
Secretary
Interstate Commerce Commission
July 25, 1977
Page Two

You are hereby authorized to deliver one executed copy of the Assignment and Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice President

RECORDATION NO. *8665-N* Filed & Recorded

JUL 25 1977 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY
Equipment Trust, Series 10

Bill of Sale

THIS AGREEMENT, dated the 25th day of July, 1977, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of January 19, 1977, by and between Seller and Buyer.

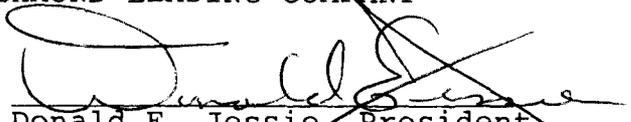
In consideration of \$10.00 in hand paid, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

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

By


Donald E. Jessie, President

(SEAL)

ATTEST:


S. Ann Lusk, Secretary

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 DONALD E. JESSIE, 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 20th day of July, 1977.

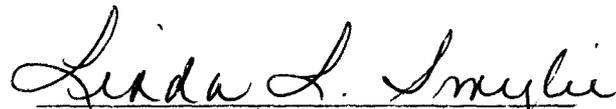

Notary Public In and For
Harris County, T E X A S

EXHIBIT A

RICHMOND LEASING COMPANY

EQUIPMENT TRUST, SERIES 10

<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>
Shell Oil Co.	10	DOT105A300W	34,000	RTMX 3725 thru 3734	\$473,520	144 mo.*	June 1977	\$5,050
Terra Chemicals International, Inc.	4	DOT105A300W	34,000	RTMX 3894 thru 3897	187,880	144 mo.*	July 1977	\$2,240

*Option to cancel after 60 months.

EXHIBIT B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated February 9, 1977, between Richmond Leasing Company and Shell Oil Co., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 gallons DOT105A300W	RTMX 3725 thru 3734

2. Tank Car Lease and Service Contract dated December 30, 1976, between Richmond Leasing Company and Terra Chemicals International, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	34,000 gallons DOT105A300W	RTMX 3894 thru 3897