



RICHMOND LEASING COMPANY

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

RECORDATION NO. 8665-1 Filed & Recorded May 27, 1977

MAY 27 1977-12 15 PM

147AUGO

MAY 27 1977

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 8665-1 Filed & Recorded 20
MAY 27 1977-12 15 PM
ICC Washington, D. C.

Gentlemen:

INTERSTATE COMMERCE COMMISSION

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 May 27, 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 May 27, 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.

Counterpart Susan Sommer

RECEIVED
MAY 27 12 50 PM '77
I. O. C.
FEE OPERATION BR.

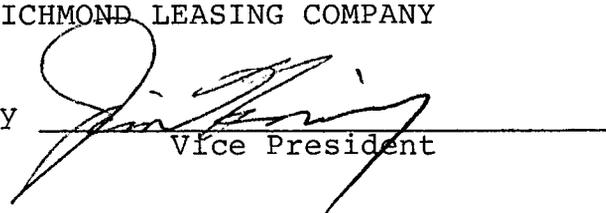
Secretary
Interstate Commerce Commission
May 27, 1977
Page Two

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* Filed & Recorded

MAY 27 1977 - 12 55 PM

RICHMOND LEASING COMPANY
Equipment Trust, Series 10

INTERSTATE COMMERCE COMMISSION

Bill of Sale

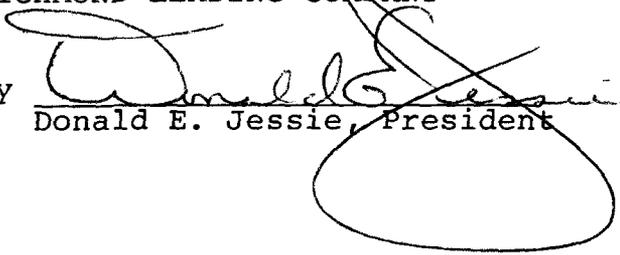
THIS AGREEMENT, dated the 27th day of May, 1977, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under 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

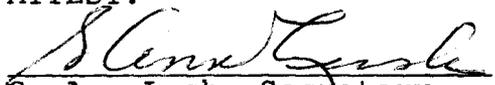
defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

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 24 day of May, 1977.

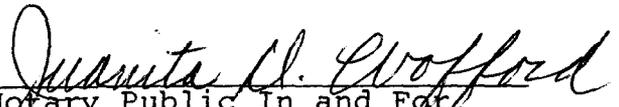

Notary Public In and For
Harris County, T E X A S

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> |
|-----------------------|-----------------|--------------|--------------------------------|--|-------------------------|--------------------------|---|---------------------------|
| Allied Chemical Corp. | 8 | DOT105A300W | 34,000 | RTMX 3677 thru 3684 | \$375,264 | 144 mo.* | April 1977 | \$4,080 |
| Husky Oil Co. | 10 | DOT105A300W | 34,000 | RTMX 3590 thru 3599 | \$469,990 | 144 mo.** | April 1977 | \$5,100 |
| Shell Oil Co. | 15 | DOT105A300W | 34,000 | RTMX 3685 thru 3699 | \$710,280 | 144 mo.*** | April 1977 | \$7,575 |

*Option to cancel after 36 months and 72 months.

**Option to cancel after 72 months.

***Option to cancel after 60 months.

EXHIBIT B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated December 20, 1976, between Richmond Leasing Company and Allied Chemical Company, covering the following described railroad cars:

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|-----------------------|-------------------------------|------------------------|
| 8 | 34,000 gallons DOT105A300W | RTMX 3677 thru 3684 |

2. Tank Car Lease and Service Contract dated December 8, 1976, between Richmond Leasing Company and Husky 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 3590 thru 3599 |

3. 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> |
|-----------------------|-------------------------------|------------------------|
| 15 | 34,000 gallons DOT105A300W | RTMX 3685 thru 3699 |