



RICHMOND LEASING COMPANY

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

RECORDATION NO. 8462-L Filed & Recorded

MAR 25 1977 -12 45 PM

March 25, 1977

INTERSTATE COMMERCE COMMISSION

7.084A090

MAR 25 1977

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

10

Gentlemen:

CC Washington, D. C

FEE OPERATION BRT
I.C.C.

MAR 25 12 41 PM '77

RECEIVED

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 a Supplemental Letter to an Assignment of the railroad cars used or intended for use in connection with interstate commerce as follows:

- (i) Three (3) executed counterparts of a Supplemental Letter Assignment dated as of March 23, 1977, pertaining to an Assignment dated as of August 31, 1976 and filed with the ICC at 12:40 p.m. on August 31, 1976 under Recordation No. 8462-A and a supplement to such Assignment filed with the ICC on October 27, 1976 under Recordation No. 8462-E.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76102, and the address of Variable Annuity Life Insurance Company is 2777 Allen Parkway, Houston, Texas 77019.

The equipment covered by the Supplemental Letter Assignment is described in Exhibit A hereto. The enclosed Supplemental Letter has been executed in connection with Richmond Leasing Company Equipment Trust Agreement, Series 9, filed with the ICC at 12:40 p.m. on August 31, 1976, under Recordation No. 8462.

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

*B.K. Burnett
Alvey, Baltimore, Md.*

Secretary
Interstate Commerce Commission
March 25, 1977
Page Two

You are hereby authorized to deliver one copy of the Supplement to Assignment 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

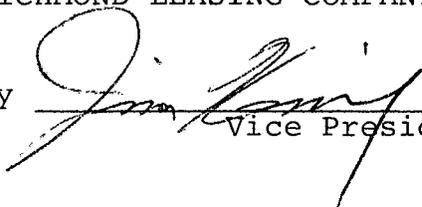

Vice President

EXHIBIT A

TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
42 Tank Cars	105A300W	24,680	RTMX 2675-2716	Dec. 1976	34 months(1)	\$16,800

(1) Option to extend for an additional 34 months.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

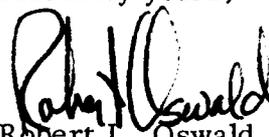
March 25, 1977

Jim Herring
Richmond Leasing Compant
777 South Post Oak Road
Houston, TX 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 3-25-77 at 12:45 PM , and assigned recordation number(s) 8462-J.

Sincerely yours,



Robert L. Oswald
Secretary

Enclosure(s)

*3/25/77
Secretary, Dept. of Commerce, Wash. D.C.*

RECORDATION NO. 8462-4 Filed & Recorded

MAR 25 1977 -12 45 PM

INTERSTATE COMMERCE COMMISSION

The First National Bank
of Fort Worth
One Burnett Plaza
Fort Worth, Texas 76101

The Variable Annuity Life
Insurance Company
2777 Allen Parkway
Houston, Texas 77019

Re: Supplemental Letter to Assignment
dated as of January 30, 1976

Gentlemen:

Reference is made to (a) the Equipment Trust Agreement, Series 9, dated as of August 31, 1976 (the "Agreement") between The First National Bank of Fort Worth, as Trustee (the "Trustee"), and Richmond Leasing Company (the "Company"), (b) the Assignment dated as of August 31, 1976 ("Assignment") from the Company to the Trustee executed in connection with the Agreement, and (c) the First Supplemental Assignment dated as of October 22, 1976, (the "Supplement") between the Company and the Trustee. The Agreement and the Assignment have been filed with the Interstate Commerce Commission ("ICC") at 2:40 p.m. on August 31, 1976, under Recordation Nos. 8462 and 8462-A, respectively, and the Supplement has been filed with the ICC under Recordation No. 8462-E. The Variable Annuity Life Insurance Company ("VALIC") is the holder of trust certificates issued under the Agreement.

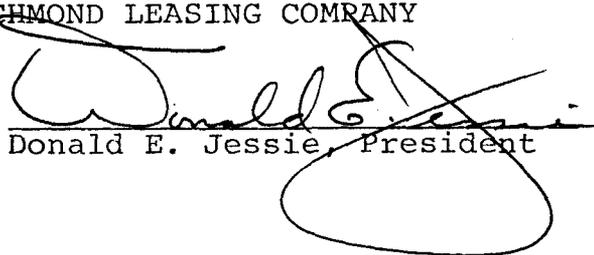
This letter supplements the Assignment and Supplement and confirms the understanding of the parties hereto that the Assignment and the Supplement are intended to apply only to the Leases (as defined in the Assignment and Supplement) insofar as such Leases cover or otherwise apply to the railroad equipment specifically described in the exhibits and attachments to the Assignment and the Supplement and any railroad equipment substituted for or replacing the railroad equipment so described.

It is expressly understood and agreed that the Assignment and Supplement are not modified, amended, or supplemented except to the extent expressly set forth above.

Please confirm that the foregoing constitutes the agreement and understanding of the parties hereto by executing this letter in the space provided below.

Very truly yours,

RICHMOND LEASING COMPANY

By 
Donald E. Jessie, President

Attest:



Agreed to and confirmed this 13th day of March, 1977.

THE FIRST NATIONAL BANK OF
FORT WORTH

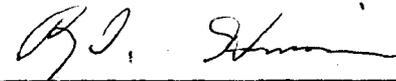
By 
Thomas O. Pate
Trust Officer

Attest:

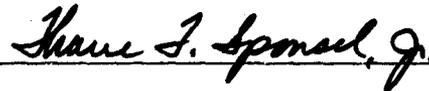


Vice President
Trust Officer

THE VARIABLE ANNUITY LIFE
INSURANCE COMPANY

By 

Attest:



THE STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared DONALD E. JESSIE, 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 22nd day of March, 1977.

Marilyn Klear
Notary Public in and for
Harris County, T e x a s

MARILYN KLEAR
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1977

THE STATE OF TEXAS §
COUNTY OF TARRANT §

On this 23rd day of March, 1977, before me personally appeared Thomas O. Pate, 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.

Denise L. Morgan
Notary Public in and for
Tarrant County, Texas

Denise L. Morgan, Notary Public
Tarrant County, Texas
My Commission Expires January 12, 1979

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Roy G. HARMISON, Vice President & Treasurer of The Variable Annuity Life Insurance 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 22ND day of March, 1977.

Charlotte A. Robinson

Notary Public in and for
Harris County, T e x a s