

RECORDATION NO. 8925-42 Filed & Recorded

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NOV 14 1977 -10 15 AM

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RICHMOND LEASING COMPANY  
777 SOUTH POST OAK ROAD  
HOUSTON, TEXAS 77056

INTERSTATE COMMERCE COMMISSION

RECEIVED  
NOV 14 10 12 AM '77  
I.C.C.  
OPERATION BR.

November 14, 1977 **7-318A037**

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

No. **NOV 14 1977**

Date .....

Fee \$ 20

Gentlemen:

ICC Washington, D. C.

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 November 14, 1977, by and between Richmond Leasing Company (Assignor) and The First National Bank of Fort Worth (Assignee); and

2. Three (3) executed counterparts of a Bill of Sale dated as of November 14, 1977, between Richmond Leasing Company and The First National Bank of Fort Worth.

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 76101.

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 an Equipment Trust Agreement dated as of August 2, 1977, and filed with the Interstate Commerce Commission on August 4, 1977, and which has been assigned the following recordation number: 8925.

Enclosed is a check in the amount of \$20.00 to cover the recordation fee.

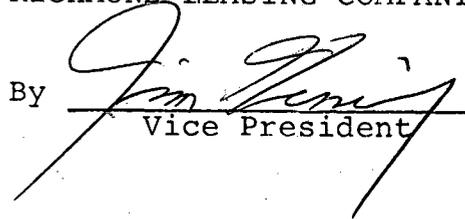
*Counterpart John M. Morley*

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. Baker & Botts, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

  
Vice President

RECORDATION NO. 8955-46 Filed & Recorded

NOV 14 1977-10 15 AM

INDUSTRIAL COMMERCE COMMISSION

RICHMOND LEASING COMPANY  
Equipment Trust, Series 11

Bill of Sale

THIS AGREEMENT, dated as of the 14th day of November, 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 Equipment Trust Agreement dated as of August 2, 1977, by and between Seller and Buyer.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of all 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



EXHIBIT A  
RICHMOND LEASING COMPANY  
EQUIPMENT TRUST, SERIES 11

Quantity	Class	Capacity in gallons	Initialed and car numbers
20	DOT105A300W	34,000	RTMX 3956 thru 3975

EXHIBIT B

Existing Leases

Tank Car Lease and Service Contract dated May 13, 1977, between Richmond Leasing Company and Phillips Petroleum Company, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 gallons DOT105A300W	RTMX 3956 thru 3975