

RECORDATION NO. 8925-S Filed & Recorded

MAY 31 1978 9 45 AM RICHMOND LEASING COMPANY

777 SOUTH POST OAK ROAD  
HOUSTON, TEXAS 77056

RECORDATION NO. 8925-T Filed & Recorded

May 31, 1978

MAY 31 1978 9 45 AM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

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 a Second Supplement to Equipment Trust Agreement, Release of Equipment from Equipment Trust Agreement, Bill of Sale and an Assignment of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of a Second Supplement to Equipment Trust Agreement ("Second Supplement") dated as of May 31, 1978, among The First National Bank of Fort Worth, Trustee, Richmond Leasing Company, and The Prudential Insurance Company of America.
2. Three (3) executed counterparts of a Release of Equipment from Equipment Trust Agreement ("Release") dated as of May 31, 1978, among The First National Bank of Fort Worth, Trustee, Richmond Leasing Company, and The Prudential Insurance Company of America.
3. Three (3) executed counterparts of a Bill of Sale dated as of May 31, 1978, between Richmond Leasing Company and The First National Bank of Fort Worth; and
4. Three (3) executed counterparts of an Assignment dated as of May 31, 1978, between Richmond Leasing Company and The First National Bank of Fort Worth.

RECORDATION NO. 8925-G Filed & Recorded

MAY 31 1978 9 45 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8925-R Filed & Recorded

MAY 31 1978 9 45 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED  
MAY 31 9 41 AM '78  
FEE OPERATION BR.  
I.C.C.

*John M. Mankley*  
*Carroll Lyford*  
*Signy for 4 carriers*

8-151A025

MAY 31 1978

Date

Fee \$ 40

ICC Washington, D. C.

Secretary, Interstate  
Commerce Commission  
May 31, 1978  
Page Two

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 76101, and the address of The Prudential Insurance Company of America is 6500 West Loop South, Bellaire, Texas 77401.

The Second Supplement, Release, Bill of Sale and Assignment have been executed in connection with an Equipment Trust Agreement dated as of August 2, 1977 (including a First Supplement to Equipment Trust Agreement), and filed with the Interstate Commerce Commission on August 4, 1977, and which has been assigned the following recordation number: 8925.

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

The Second Supplement adds to the above-described Equipment Trust Agreement the equipment described in Exhibit B hereto, and the Release deletes and releases from the Equipment Trust Agreement the equipment described in Exhibit C hereto.

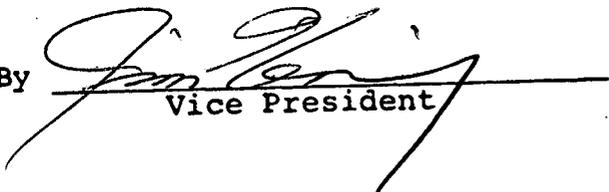
Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Second Supplement, Release, Bill of Sale and Assignment 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. 8925-R  
Filed & Recorded

MAY 31 1978 -9 45 AM

RELEASE OF EQUIPMENT FROM  
EQUIPMENT TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS RELEASE dated as of May 31, 1978, to the Equipment Trust Agreement (hereinafter, as amended by the First Supplement described herein, the "Trust Agreement") dated as of August 2, 1977, by and between THE FIRST NATIONAL BANK OF FORT WORTH, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter in such capacity called "Trustee"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"):

W I T N E S S E T H:

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission on August 4, 1977, under Recordation No. 8925;

WHEREAS, the First Supplement ("First Supplement") to the Trust Agreement dated December 30, 1977, was filed with the Interstate Commerce Commission on December 30, 1977;

WHEREAS, Exhibit A to the Trust Agreement included as Equipment subject to the provisions of the Trust Agreement the railroad tank cars described in Annex A hereto;

WHEREAS, pursuant to the terms of a Purchase Agreement (hereinafter the "Purchase Agreement") dated as of August 2, 1977, among THE FIRST NATIONAL BANK OF FORT WORTH (hereinafter in such capacity called the "Interim Purchaser"), THE PRUDENTIAL INSURANCE COMPANY OF AMERICA (hereinafter called the "Long-Term Purchaser"), and the Company, the Long-Term Purchaser has purchased Trust Certificates (hereinafter called "Trust Certificates") issued under the Trust Agreement;

WHEREAS, the parties desire to amend the Trust Agreement as provided herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereby agree as follows:

1. The Trust Agreement is hereby amended to delete from Exhibit A to the Trust Agreement the railroad tank cars described in Annex A hereto, and such railroad tank cars shall be released from and shall not be subject to the Trust Agreement.

2. The Long-Term Purchaser consents to such amendment of the Trust Agreement.

3. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

4. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

5. Terms used in this Release have the same meaning herein as in the Trust Agreement.

6. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

THE PRUDENTIAL INSURANCE COMPANY  
OF AMERICA

By

David J. Hawk *DR*

ATTEST:

THE FIRST NATIONAL BANK OF FORT WORTH, TRUSTEE

A. J. Sanford  
[SEAL] VICE-PRESIDENT & TRUST OFFICER

By Thomas O. Pate  
Trust Officer

ATTEST:

RICHMOND LEASING COMPANY

Kenneth W. Hulme  
[SEAL]

By Jim Conroy  
Vice President

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 David Q Hawk, Investment Manager of THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, 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 THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, 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 26<sup>th</sup> day of May, 1978.

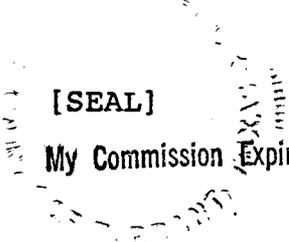
[SEAL]

Karen Lesly Boyd  
NOTARY PUBLIC IN AND FOR HARRIS COUNTY, TEXAS  
My Commission Expires March 8, 1980

THE STATE OF TEXAS §  
COUNTY OF TARRANT §

On this 31<sup>st</sup> day of May, 1978, 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 acknowledged that the execution of the foregoing instrument was for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 31st day of May, 1978.



[SEAL]

My Commission Expires Aug. 3, 1979

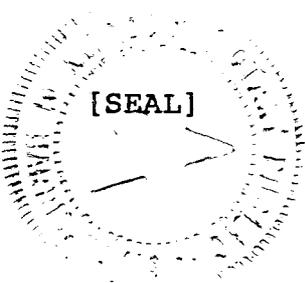
Becky Jean Harrison  
NOTARY PUBLIC IN AND FOR  
TARRANT COUNTY, TEXAS  
Becky Jean Harrison  
Tarrant County, Texas

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 Jim Herring, Vice 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 31st day of May, 1978.



[SEAL]

Linda L. Smylie  
NOTARY PUBLIC IN AND FOR  
HARRIS COUNTY, T E X A S

## ANNEX A

DESCRIPTION OF TRUST EQUIPMENT (Deleted)

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
36 tank cars	105A300W	34,000	RIMX 4563-4598	Nov., 1977	144 months (1)	\$19,224

(1) Cancellation option after 72 months.