

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-Q 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 OPER. C.C. REGISTRATION BR.

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

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.

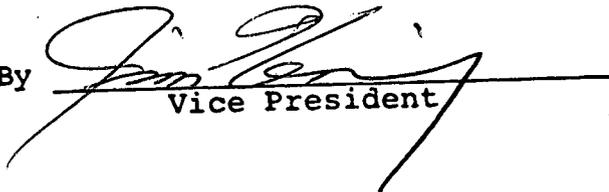
Enclosed is a check to cover the recordation fee.

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

RICHMOND LEASING COMPANY  
Equipment Trust, Series 11

RECORDATION NO. 8955-8 Filed & Recorded

MAY 31 1978 -9 45 AM

INDELSIAE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated as of the 31st day of May, 1978, 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, as amended.

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

<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>
20	DOT 105A300W	34,000	RTMX 4614 thru 4633
1	DOT 105A300W	34,000	RTMX 4562

EXHIBIT B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated May 27, 1977, between Richmond Leasing Company and Northern Propane Gas Company, and containing Riders 1 and 2, both dated as of May 27, 1977, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	100-Ton 34,000 Gallon DOT105A300W Non-Coiled and Insulated Tank Cars	RTMX 4562

2. Tank Car Lease and Service Contract dated July 21, 1977, between Richmond Leasing Company and Sun Oil Company of Pennsylvania, and containing Riders 1 and 2, both dated as of July 21, 1977, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	100-Ton 34,000 Gallon DOT105A300W Non-Coiled and Insulated Tank Cars	RTMX 4614 thru 4633