

RECORDATION NO. 8925 ^{U 8925-21} Filed & Recorded

JUN 30 1978 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY
1700 West Loop South
HOUSTON, TEXAS 77027

RECEIVED
JUN 30 3 05 PM '78
I.C.C.
FEE OPERATION BR.

June 30, 1978

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 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 Bill of Sale dated as of June 30, 1978, between Richmond Leasing Company and The First National Bank of Fort Worth; and
2. Three (3) executed counterparts of an Assignment dated as of June 30, 1978, between Richmond Leasing Company and The First National Bank of Fort Worth.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76101.

The Bill of Sale and Assignment have been executed in connection with an Equipment Trust Agreement dated as of August 2, 1977 (including two supplements thereto and a release therefrom) 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.

Enclosed is a check to cover the recordation fee.

8-181A140

JUN 30 1978

Date

Fee \$

ICC Washington

Counterparts
Ginger Neader

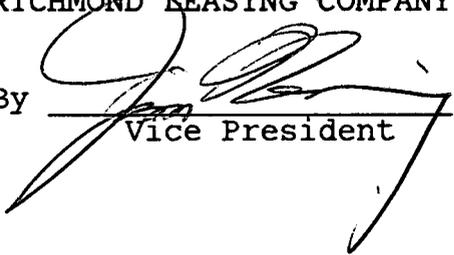
Secretary, Interstate
Commerce Commission
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You are hereby authorized to deliver one executed copy of the Bill of Sale and Assignment with filing data noted thereon, following recordation, to the representative of Messrs. Baker & Botts, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice President

JUN 30 1978 - 3 12 PM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY

Equipment Trust, Series 11

Bill of Sale

THIS AGREEMENT, dated as of the 30th day of June, 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>
18	DOT 105A300W	34,000	RTMX 4634 thru 4651

EXHIBIT B

EXISTING LEASES

1. 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>
18	100-Ton 34,000 Gallon DOT105A300W Non-Coild and Insulated Tank Cars	RTMX 4634 thru 4651