

RICHMOND LEASING COMPANY

1700 West Loop South
Suite 1500

Houston, Texas 77027

RECORDATION NO. 9246-21 Filed 1425

JUL 20 1979 - 4 30 PM

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INTERSTATE COMMERCE COMMISSION

July 20, 1979

JUL 20 1979

Date 30.02

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

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ICC Washington, D. C.

Gentlemen:

INTERSTATE COMMERCE COMMISSION

In accordance with the provisions of 49 U.S.C. §11303 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:

- U- 1. Three (3) executed counterparts of an Assignment dated as of July 20, 1979, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee);
- V- 2. Three (3) executed counterparts of a Bill of Sale dated as of July 20, 1979, between Richmond Leasing Company and Mercantile National Bank at Dallas; and
- P-^W 3. Three (3) executed counterparts of a Second Supplement to Equipment Trust Agreement dated as of July 20, 1979, among Mercantile National Bank at Dallas, Trustee, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

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

The Assignment, Bill of Sale and Second Supplement have been executed in connection with an Equipment Trust Agreement dated as of February 1, 1978 (including a First Supplement to Equipment Trust Agreement and a Release of Equipment

Counterpart Sue P. Tanner

RECEIVED
JUL 20 1979
FEE OFFERED

Secretary
Interstate Commerce Commission
July 20, 1979
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from Equipment Trust Agreement), and filed with the Interstate Commerce Commission on February 22, 1978, and which has been assigned the following recordation number: 9246.

The Second Supplement adds to the Equipment Trust Agreement the equipment described in Exhibit B hereto.

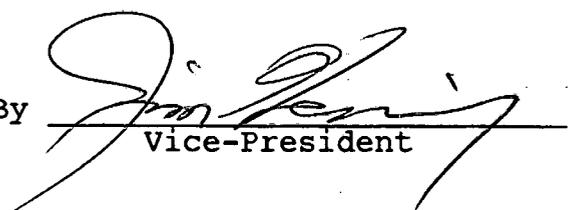
Enclosed is a check to cover the recordation fee.

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. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice-President

SECOND SUPPLEMENT TO
EQUIPMENT TRUST AGREEMENT

RECORDATION NO. 9246-W (S) Filed 1425

JUL 20 1979 - 4 30 PM
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INTERSTATE COMMERCE COMMISSION
INTERSTATE COMMERCE COMMISSION

THIS SECOND SUPPLEMENT dated as of July 20, 1979, to the Equipment Trust Agreement (hereinafter, as amended by the First Supplement described herein, the "Trust Agreement") dated as of February 1, 1978, by and between MERCANTILE NATIONAL BANK AT DALLAS, 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 February 22, 1978, under Recordation No. 9246;

WHEREAS, the First Supplement ("First Supplement") to the Trust Agreement dated May 31, 1978, was filed with the Interstate Commerce Commission;

WHEREAS, pursuant to the terms of a Purchase Agreement (hereinafter the "Purchase Agreement") dated as of February 1, 1978, among MERCANTILE NATIONAL BANK AT DALLAS (hereinafter in such capacity called the "Interim Purchaser"), TEACHERS INSURANCE AND ANNUITY ASSOCIATION 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 add to Exhibit A to the Trust Agreement the railroad tank cars described in Annex A hereto, and such railroad tank cars shall 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 Second Supplement 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 by the First Supplement and this Second Supplement.

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.

TEACHERS INSURANCE AND ANNUITY
ASSOCIATION OF AMERICA

20/8 By David B. Bullett
DAVID B. BULLETT Second Vice President
Frank J. Pados
FRANK J. PADOS Vice President

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 20th day of July, 1979, before me personally appeared Jimmy D. L. Roan, to me personally known, who being by me duly sworn, says that he is an Asst. V.P. & Trust Officer of MERCANTILE NATIONAL BANK AT DALLAS, 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 20th day of July, 1979.

[SEAL]


NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

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 20 day of July, 1979.

[SEAL]


NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

THE STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared DAVID B. BULLETT and FRANK J. PADOS of TEACHERS ANNUITY AND INSURANCE ASSOCIATION OF AMERICA, known to me to be the persons and officers whose names ^{are} subscribed to the foregoing instrument, and acknowledged to me that the same was the act of TEACHERS ANNUITY AND INSURANCE ASSOCIATION 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 19th day of July, 1979.

[SEAL]

Barbara L. Kopec
NOTARY PUBLIC IN AND FOR
NEW YORK COUNTY, NEW YORK

BARBARA L. KOPEC
NOTARY PUBLIC, State of New York
No. 24-4650535
Qualified in Kings County
Certificate filed in New York Co.
Commission Expires March 30, 1981

ANNEX A
DESCRIPTION OF TRUST EQUIPMENT (Add)

<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed & Car No.</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
5	DOT111A100W5	20,800	RTMX 2094 thru 2098	60 Mos.	May 1979	\$2,470