

9-304A050

RICHMOND LEASING COMPANY
1700 West Loop South
Suite 1500
Houston, Texas 77027

RECORDATION NO. 9246-2 AA Filed 1425
OCT 31 1979 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

Date OCT 31 1979

Fee \$ 30.00

ICC Washington, D. C.

October 31, 1979

FEE OPERATIONS
OCT 31 1979
RECORDATION NO. 9246-2 Filed-1425
OCT 31 1979 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

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INTERSTATE COMMERCE COMMISSION

Gentlemen:

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, a Bill of Sale and a Third Supplement to Equipment Trust Agreement relating to railroad cars used or intended for use in connection with interstate commerce as follows:

- Z - 1. Three (3) executed counterparts of an Assignment dated as of October 31, 1979, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee);
- AA 2. Three (3) executed counterparts of a Bill of Sale dated as of October 31, 1979, between Richmond Leasing Company and Mercantile National Bank at Dallas; and
- BP 3. Three (3) executed counterparts of a Third Supplement to Equipment Trust Agreement dated as of October 31, 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 and added to the Equipment Trust Agreement by the Third Supplement is described in Exhibit A hereto.

*Wm. H. Hester
used in this*

Earl Bartsch

[Signature]

Secretary
Interstate Commerce Commission
October 31, 1979
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The Assignment, Bill of Sale and Third 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, a Release of Equipment from Equipment Trust Agreement and a Second Supplement to Equipment Trust Agreement), and filed with the Interstate Commerce Commission on February 22, 1978, and which has been assigned the following recordation number: 9246.

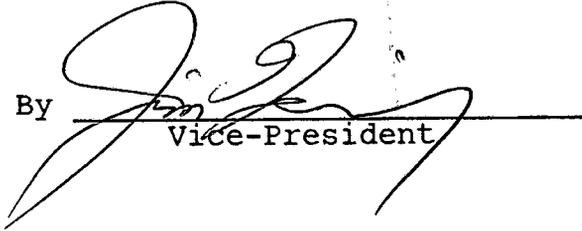
Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and Third Supplement, 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

Shredded
AA

RECORDATION NO. 9246-4
Filed 1425

RICHMOND LEASING COMPANY
Equipment Trust, Series 12

OCT 31 1979 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 31st day of October, 1979, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, 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 February 1, 1978, by and between Seller and Buyer, as amended by the First Supplement to Equipment Trust Agreement dated as of May 31, 1978, the Release of Equipment from Equipment Trust Agreement dated as of May 31, 1978, the Second Supplement to Equipment Trust Agreement dated as of July 20, 1979, and the Third Supplement to Equipment Trust Agreement dated as of October 31, 1979.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt 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 Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By William Walton, Jr.
William Walton, Jr.,
President

(SEAL)

ATTEST:

Kenneth W. Harbin
Kenneth W. Harbin, Secretary

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 WILLIAM WALTON, JR., 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 the 26 day of October, 1979.

Pamela Collier
Notary Public In and For
Harris County, T E X A S



EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
20 tank cars	DOT 111A100W3	20,800	RTMX 2770 thru 2789

EXHIBIT B

1. Riders 11 and 11A, both dated as of May 12, 1979, to Tank Car Lease and Service Contract dated September 30, 1976, between Richmond Leasing Company and Lubrizol Corporation covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	20,800 gallon DOT 111A100W3	RTMX 2770 thru 2789