

RECORDATION NO. 2992
FILED 1981

RECORDATION NO. 2992 B

MAR 23 1981-9 30 AM

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INTERSTATE COMMERCE COMMISSION

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

1-082A031

No.
Date... MAR 23 1981
Fee \$100.00

March 20, 1981

ICC Washington, D. C.

RECORDATION NO. 2992 A

MAR 23 1981-9 30 AM

Secretary
Interstate Commerce Commission
Washington, D. C. 20423
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 Equipment Trust Agreement, an Assignment and a Bill of Sale relating to railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Equipment Trust Agreement dated as of November 15, 1980, by and between Mercantile National Bank at Dallas, Trustee, and Richmond Leasing Company;
2. Three (3) executed counterparts of an Assignment dated as of March 18, 1981, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee); and
3. Three (3) executed counterparts of a Bill of Sale dated as of March 23, 1981, between Richmond Leasing Company and Mercantile National Bank at Dallas.

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 Equipment Trust Agreement, the Assignment and the Bill of Sale is described in Exhibit A hereto.

RECEIVED
MAR 23 9 25 AM '81
OPERATION BR.

*Carroll K. ...
James C. ...*

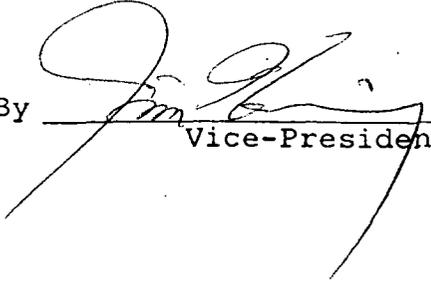
Secretary
Interstate Commerce Commission
March 20, 1981
Page 2

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Equipment Trust Agreement, the Assignment, and the 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

ECN 11/0

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
17 tank cars	DOT111A100W1	13,500	RTMX 1572 thru 1588
2 tank cars	DOT105A300W	25,000	RTMX 2833 thru 2834
25 tank cars	DOT111A100W1	13,500	RTMX 1251 thru 1275
40 tank cars	DOT105A400W	33,500	RTMX 20000 thru 20039
50 tank cars	DOT105A300W	34,000	RTMX 5090 thru 5139
25 tank cars	DOT105A300W	34,000	RTMX 5145 thru 5169
20 tank cars	DOT105A300W	34,000	RTMX 5170 thru 5189

RECORDATION NO. 12995-8

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INTELLIGENCE COMMISSION

RICHMOND LEASING COMPANY
Equipment Trust, Series 16

Bill of Sale

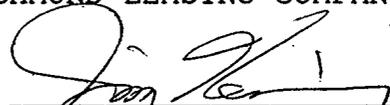
THIS AGREEMENT, dated the 23rd day of March, 1981, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of November 15, 1980, by and between Seller and Buyer.

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.

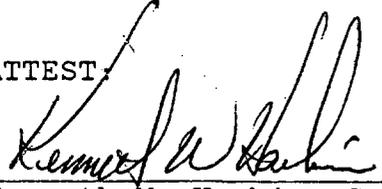
Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever

warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By 
Jim F. Herring,
Vice President

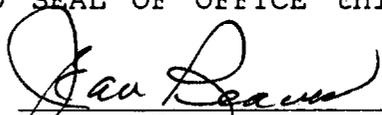
(SEAL)

ATTEST:

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 JIM F. 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 the 18 day of March, 1981.


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

ECN 11/T

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
17 tank cars	DOT111A100W1	13,500	RTMX 1572 thru 1588
2 tank cars	DOT105A300W	25,000	RTMX 2833 thru 2834
25 tank cars	DOT111A100W1	13,500	RTMX 1251 thru 1275
40 tank cars	DOT105A400W	33,500	RTMX 20000 thru 20039
50 tank cars	DOT105A300W	34,000	RTMX 5090 thru 5139
25 tank cars	DOT105A300W	34,000	RTMX 5145 thru 5169
20 tank cars	DOT105A300W	34,000	RTMX 5170 thru 5189

EXHIBIT B

1. Rider 1 and 1A both dated February 5, 1980 to Tank Car Lease and Service contract dated February 5, 1980 between Richmond Leasing Company and American Cyanamid Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1572 to 1588

2. Rider 5 and 5A both dated September 12, 1980 to Tank Car Lease and Service Contract dated October 13, 1976 between Richmond Leasing Company and ICI Americas, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	25,000 Gallon DOT105A300W Tank Cars	RTMX 2833 to 2834

3. Rider 1 and 1A both dated November 19, 1980 to Tank Car Lease and Service Contract dated November 19, 1980 between Richmond Leasing Company and Chemstam Incorporated, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1251 to 1275

4. Rider 1 and 1A both dated December 1, 1980 to Tank Car Lease and Service Contract dated December 1, 1980 between Richmond Leasing Company and Petrosar Ltd., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	33,500 Gallon DOT105A400W Tank Cars	RTMX 20000 to 20039

5. Rider 1 and 1A both dated January 29, 1981 to Tank Car Lease and Service Contract dated January 29, 1981 between Richmond Leasing Company and International Minerals and Chemical Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	34,000 Gallon DOT105A300W Tank Cars	RTMX 5090 to 5139

EXHIBIT B--continued

6. • Rider 2 dated February 17, 1981 to Tank Car Lease and Service Contract dated October 17, 1980 between Richmond Leasing Company and El Paso Products Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	34,000 Gallon DOT105A300W Tank Cars	RTMX 5145 to 5169

7. Rider 3 dated February 16, 1981 to Tank Car Lease and Service Contract dated July 1, 1980 between Richmond Leasing Company and Central Petroleum Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	34,000 Gallon DOT105A300W Tank Cars	RTMX 5170 to 5189