RECORDATION NO. 12298-C Filed 1425
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12298-D Filed 1425
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12298-E Filed 1425
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12298-F Filed 1425
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

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

C-358A002
No.
Date DEC 23 1980
Fee $ 50.00
ICC Washington, D. C.

December 23, 1980

RECORDATION NO. 12298-G
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

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, two Bills of Sale, a First Supplement to Equipment Trust Agreement, and a Release of Equipment from Equipment Trust Agreement relating to railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of December 18, 1980, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee);

2. Three (3) executed counterparts of a Bill of Sale dated as of December 18, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas;

3. Three (3) executed counterparts of a First Supplement to Equipment Trust Agreement dated as of December 18, 1980, among Mercantile National Bank at Dallas, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America;

4. Three (3) executed counterparts of a Release of Equipment from Equipment Trust Agreement dated as of December 18, 1980, among Mercantile National Bank at Dallas, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America; and

5. Three (3) executed counterparts of a Bill of Sale dated as of December 23, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas.

Counterpart

DEC 23 1 20 PM '80
DOCKET FILES BRANCH

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 Bills of Sale is described in Exhibit A hereto, the equipment covered by the Equipment Trust Agreement (described below), as restated by the First Supplement, is described in Exhibit B hereto, and the equipment released from the Equipment Trust Agreement by the Release is described in Exhibit C hereto.

The Assignment, Bills of Sale, First Supplement and Release have been executed in connection with an Equipment Trust Agreement dated as of September 15, 1980, and filed with the Interstate Commerce Commission on October 14, 1980, and which has been assigned the following recordation number: 12298.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, the Bills of Sale, the First Supplement and the Release 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/O

RECORDATION NO. 12298-G Filed 1425

DEC 23 1980-1 25 PM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY

Equipment Trust, Series 15

Bill of Sale

THIS AGREEMENT, dated the 23rd day of December, 1980, 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 September 15, 1980, by and between Seller and Buyer, as amended by the First Supplement to Equipment Trust Agreement dated as of December 18, 1980, and the Release of Equipment from Equipment Trust Agreement dated as of December 18, 1980.

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 23rd day of December, 1980.

Adelia M. Castro
Notary Public In and For
Harris County, T E X A S

ADELIA M. CASTRO
Notary Public in and for the State of Texas
My Commission expires March 6 ,1984

ECN 11/T

EXHIBIT A

Quantity and Type	Class	Capacity in Gallons	Initialed Car Numbers
30 tank cars	DOT111A100W1	13,500	RTMX 1452 thru 1481

EXHIBIT B

Riders 2 and 2A both dated December 16, 1980 to Tank Car Lease and Service Contract dated July 28, 1980 between Richmond Leasing Company and Coastal Sulphur Inc., as agents for Real International Marketing, Ltd. covering the following described railroad cars:

Number of Cars	Type	Car Numbers
30	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1452 thru 1481