

RICHMOND LEASING COMPANY

1700 West Loop South  
Suite 1500  
Houston, Texas 77027

RECORDATION NO. 8207-N  
Filed 11/25

JUN 22 1984 - 12 20 PM

June 5, 1984

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

RECORDATION NO. 8207-N  
Filed 11/25

JUN 22 1984 - 12 20 PM

Attn: Ms. Mildred Lee (Room 2303)

INTERSTATE COMMERCE COMMISSION



Gentlemen:

In accordance with the provisions of 49 U.S.C. §11303 and the Rules and Regulations of the Interstate Commerce Commission ("ICC"), there is submitted herewith for filing and recordation certain "secondary documents," being (i) an Agreement and Assignment, and (ii) an Assumption Agreement, relating to railroad cars used or intended for use in connection with interstate commerce. The "primary document" to which these documents pertain is an Equipment Trust Agreement, Series 8, between The First National Bank of Fort Worth, Trustee ("Trustee"), and Richmond Leasing Company ("RLC"), dated as of January 30, 1976, and filed with the ICC at 11:05 A.M. on February 5, 1976 under Recordation No. 8207.

Specifically, enclosed please find the following:

1. Four executed counterparts of an Agreement and Assignment dated as of January 26, 1983 by and between RLC, the Trustee, and The Variable Annuity Life Insurance Company ("VALIC");
2. Four executed counterparts of an Assumption Agreement dated as of January 26, 1983 between RLC, the Trustee and VALIC;
3. A check in the amount of \$20 in payment of the recordation fee.

The address of Richmond Leasing Company is 1700 West Loop South, Suite 1500, Houston, Texas 77027; the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76101; and the address of The Variable Annuity Life Insurance Company is 2727 Allen Parkway, Houston, Texas 77019.

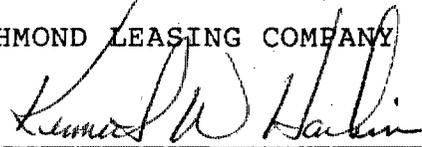
The equipment covered by the enclosed documents is listed on Exhibit A hereto.

You are hereby authorized to deliver one executed copy of the Agreement and Assignment and one executed copy of the Assumption Agreement, with filing data noted thereon, together with any extra copies not needed by the ICC for recordation to the undersigned at the address set forth above.

Yours very truly,

RICHMOND LEASING COMPANY

BY



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Kenneth W. Harbin,  
President

EXHIBIT "A"

Equipment Trust Agreement, Series 8, between The First National Bank of Fort Worth, Trustee, and Richmond Leasing Company, dated as of January 30, 1976, and filed with the Interstate Commerce Commission at 11:05 A.M. on February 5, 1976 under Recordation No. 8207.

The above referenced agreement relates to the railroad equipment described on page 2 hereof.

<u>Quantity and Type</u>	<u>DOT Class</u>	<u>Capacity in Gallons</u>	<u>Car Numbers</u>
15	105A300W	33,500	RTMX 4500 thru 4514
31	105A300W	33,500	RTMX 3400 thru 3405; 3407-3408; 3410-3414; 3416; 3418-3419; 3428 3431; 3435-3436; 3438; 3440-3449
16	105A300W	33,500	RTMX 3406; 3409; 3415; 3417; 3421-3426; 3429 3432-3434; 3437; 3439
7	111A100W5	20,800	RTMX 2042 thru 2048
10	105A300W	33,500	RTMX 3450 thru 3459
17	111A100W2	14,500	RTMX 1400 thru 1416
10	111A100W5	20,800	RTMX 2640 thru 2649
17	111A100W5	20,800	RTMX 2650 thru 2666
<u>23</u>	105A400W	33,500	RTMX 3800 thru 3822

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Interstate Commerce Commission  
Washington, D.C. 20423

6/2/84  
6/22/84

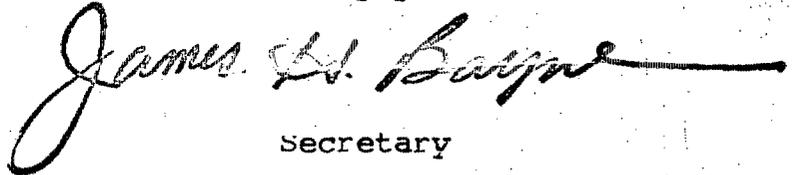
OFFICE OF THE SECRETARY

Kenneth W. Harbin, President  
Richard and Leasing Company  
1700 West Loop South, Suite 1500  
Houston, Texas 77027

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/22/84 at 12:20pm and assigned re-  
recording number(s) 8207-M & 8207-N 8462-M & 8462-N

Sincerely yours,

  
Secretary

Enclosure(s)

JUN 22 1984 12 22 PM

ASSUMPTION AGREEMENT  
(Series 8)

INTERSTATE COMMERCE COMMISSION

ASSUMPTION AGREEMENT, dated as of January 26, 1983, between Richmond Leasing Company ("RLC"), 1700 West Loop South, Suite 1500, Houston, Texas; The First National Bank of Fort Worth, Trustee (the "Trustee"), One Burnett Plaza, Fort Worth, Texas; and <sup>The</sup> Variable Annuity Life Insurance Company ("VALIC"), 2727 Allen Parkway, Houston, Texas.

WHEREAS, RLC and the Trustee are parties to an Equipment Trust Agreement, as amended and supplemented to date (the "Equipment Trust Agreement"), described in Exhibit A hereto, pursuant to which there were issued Trust Certificates in the aggregate original principal amount of \$5,000,000.00 (the "Trust Certificates");

WHEREAS, VALIC is the present holder of all outstanding Trust Certificates;

WHEREAS, RLC has caused to be sold, transferred and delivered to the Trustee certain railroad equipment described in Exhibit A hereto (the "Trust Equipment") pursuant to the terms of the Equipment Trust Agreement;

WHEREAS, title to the Trust Equipment is vested in and is retained by the Trustee and the Trust Equipment is leased to RLC under the Equipment Trust Agreement;

WHEREAS, pursuant to the Equipment Trust Agreement, and as security for the payment and performance of all of RLC's obligations under the lease of the Trust Equipment to RLC as provided for in the Equipment Trust Agreement, RLC has executed and delivered to the Trustee the assignment described in Exhibit B hereto (the "Assignment"), whereby RLC has assigned, transferred and set over to the Trustee (i) all of RLC's right, title and interest as lessor in, to and under certain leases, together with all rights, powers, privileges, and other benefits of RLC as lessor under such leases in respect of the Trust Equipment, including but not limited to RLC's right to receive and collect all rentals, liquidated damages, proceeds of sale and other payments due or to become payable to or receivable by RLC under or pursuant to the provisions of such leases and, in addition, (ii) all of RLC's right to receive and collect all per diem mileage or other payments due or to become payable to RLC in respect of the Trust Equipment, whether under or pursuant to the provisions of any of such leases or otherwise;

WHEREAS, on January 7, 1983, RLC filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101 et. seq., in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"), and RLC was authorized by the Bankruptcy Court as

of that date to operate its business as a debtor in possession;

WHEREAS, RLC wishes to assume and to agree to pay, perform and discharge any and all of RLC's obligations under the Equipment Trust Agreement;

WHEREAS, on January 13, 1983, the Bankruptcy Court issued an order (the "Order"), among other things, instructing RLC to make, execute and deliver to the Trustee such an assumption; and

WHEREAS, the Order has become final and nonappealable;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. RLC hereby assumes and agrees to pay, perform and discharge any and all obligations of RLC under the Equipment Trust Agreement and the Assignment, and the Trustee hereby accepts such assumption.

2. RLC hereby ratifies, adopts and confirms all liens and security interests created by the Assignment.

3. RLC hereby confirms and agrees that the Trustee has good and valid title to the Trust Equipment.

4. VALIC and the Trustee, at VALIC's direction, hereby waive any Events of Default which may have existed under the Equipment Trust Agreement as of January 7, 1983 and further hereby waive any and all future Events of Default arising by reason of (i) the pending Chapter 11 of RLC or (ii) Section 6.01(d) of the Equipment Trust Agreement during the time RLC is in Chapter 11.

5. The Trustee hereby ratifies and confirms all of its obligations specified in the Equipment Trust Agreement and the Assignment.

6. RLC covenants and agrees from time to time to do all such acts and execute all such instruments of further assurance as it shall be reasonably requested by the Trustee or VALIC to do or execute for the purpose of fully carrying out and effectuating this Assumption Agreement and the intent hereof.

7. This Assumption Agreement: (i) may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument; (ii) shall be construed (both as to validity and performance) and enforced in accordance with and governed by the laws of the State of Texas applicable to agreements made and to be performed wholly within such jurisdiction; and (iii) shall inure to the

benefit of and shall be binding upon the parties hereto and their respective heirs, legal representatives, successors and assigns.

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 above written.

(SEAL)

ATTEST:

*[Signature]*

RICHMOND LEASING COMPANY,  
Debtor and Debtor in  
Possession

By:

*[Signature]*  
Title: President

(SEAL)

ATTEST:

*[Signature]*

THE FIRST NATIONAL BANK OF  
FORT WORTH, Trustee

By:

*[Signature]*  
Title: VICE PRESIDENT & TRUST OFFICER

(SEAL)

ATTEST:

*[Signature]*

THE VARIABLE ANNUITY LIFE  
INSURANCE COMPANY

By:

*[Signature]*  
Title: CHAIRMAN

THE STATE OF TEXAS §  
  §  
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Kenneth W. Harbin, President of Richmond Leasing Company, a corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 27<sup>th</sup> day of February, 1984.

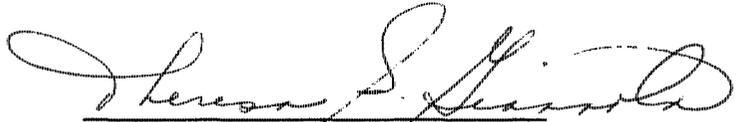
Devinne O'Hernan  
Notary Public in and for  
Harris County, Texas

My commission expires:  
5/12/86

THE STATE OF TEXAS §  
COUNTY OF Tarrant §

BEFORE ME, the undersigned authority, on this day personally appeared JOHN C. STOHLMANN VICE PRESIDENT & TRUST OFFICER of The First National Bank of Fort Worth, a national banking association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act an deed of said Bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 14<sup>th</sup> day of May, 1984.

  
Notary Public in and for  
\_\_\_\_\_, Texas

My commission expires:  
My Commission Expires May 19, 1986

THE STATE OF TEXAS §  
  §  
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared John D. Hogan, Chairman of The Variable Annuity Life Insurance Company, a Texas corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 22<sup>nd</sup> day of February, 1984.

Joan R. Bratt  
Notary Public in and for  
Harris County, Texas

My commission expires:  
7-10-84

EXHIBIT "A"

Equipment Trust Agreement, Series 8, between The First National Bank of Fort Worth, Trustee, and Richmond Leasing Company, dated as of January 30, 1976, and filed with the Interstate Commerce Commission at 11:05 A.M. on February 5, 1976 under Recordation No. 8207.

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<u>23</u>	105A400W	33,500	RTMX 3800 thru 3822
<u>146</u>			

EXHIBIT "B"

Assignments between The First National Bank of Fort Worth, Trustee, and Richmond Leasing Company, including, but not limited to, an Assignment dated as of January 30, 1976, and filed with the Interstate Commerce Commission under Recordation No. 8207-A and a First Supplemental Assignment dated March 27, 1976 and filed with the Interstate Commerce Commission under Recordation No. 8207-E.

RLC-A1