

RECORDATION NO. 13444-D  
Filed 1425

RECORDATION NO. 13444-C  
Filed 1425

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JUL 9 1982 10 PM

JUL 9 1982 10 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

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

2-190A017

RECORDATION NO. 13444-E  
Filed 1425

JUL 9 1982 10 PM

July 9, 1982

No. [Stamp]  
Date JUL 9 1982  
Fee \$ 70.00

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 13444-F  
Filed 1425  
Washington, D. C.

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

JUL 9 1982 10 PM

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

JUL 9 12 01 PM '82

1. Three (3) executed counterparts of a First Supplement to Equipment Trust Agreement dated as of July 1, 1982 by and between Mercantile National Bank at Dallas, Trustee, and Richmond Leasing Company;

2. Three (3) executed counterparts of a Release of Equipment from Equipment Trust Agreement and Termination of Assignment dated as of July 1, 1982 between Mercantile National Bank of Dallas, Trustee, and Richmond Leasing Company;

3. Three (3) executed counterparts of an Assignment dated as of July 6, 1982, by and between Richmond Leasing Company and Mercantile National Bank at Dallas; and

4. Three (3) executed counterparts of a Bill of Sale dated as of July 9, 1982 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.

*Clara A. Eckert*

The equipment covered by the First Supplement to Equipment Trust Agreement is described in Exhibit A hereto. The equipment covered by the Release of Equipment from Equipment Trust Agreement and Termination of Assignment is described in Exhibit B attached hereto. The equipment covered by the Assignment and the Bill of Sale is described in Exhibit C hereto.

The First Supplement, the Release, the Assignment and the Bill of Sale have been executed in connection with an Equipment Trust Agreement dated as of January 1, 1982 and filed with the Interstate Commerce Commission on January 22, 1982 and which has been assigned the following recordation number: 13444.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the First Supplement, the Release, 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/ds

INTERSTATE COMMERCE COMMISSION  
EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>
5 tank cars	111A100W1	13,500 gal.	RTMX 1685 to 1689

INTERSTATE COMMERCE COMMISSION  
EXHIBIT B

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>
5 tank cars	111A100W1	13,500 gal.	RTMX 1265; RTMX 1272 to 1275

INTERSTATE COMMERCE COMMISSION  
EXHIBIT C

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>
25 tank cars	111A100W1	23,500 gal.	RTMX 12000 to 12020; 12971 to 12974
25 tank cars	111A100W1	23,500 gal.	RTMX 12975 to 12999
5 tank cars	111A100W1	13,500 gal.	RTMX 1685 to 1689

**Interstate Commerce Commission**

Washington, D.C. 20423

7/9/82

OFFICE OF THE SECRETARY

**Richmond 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 **7/9/82** at **12:10pm**, and assigned re-  
recording number (s).

**12992-C & 13444-C , 13444-B 13444-E & 13444-F  
12992-D**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

FIRST SUPPLEMENT TO  
EQUIPMENT TRUST AGREEMENT

JUL 9 1982-12 10 PM

INTERSTATE COMMERCE COMMISSION

THIS FIRST SUPPLEMENT dated as of July 1, 1982, to the Equipment Trust Agreement dated as of January 1, 1982 (the "Trust Agreement"), by and between MERCANTILE NATIONAL BANK AT DALLAS, a national banking association, as trustee (the "Trustee"), and RICHMOND LEASING COMPANY, a Delaware corporation (the "Company"),

## PRELIMINARY STATEMENT

The Trust Agreement was filed with the Interstate Commerce Commission on January 22, 1982, under Recordation No. 13444.

Pursuant to the terms of a Purchase Agreement dated as of January 1, 1982 (the "Purchase Agreement"), among MERCANTILE NATIONAL BANK AT DALLAS, as interim purchaser (the "Interim Purchaser"), TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA (the "Long-Term Purchaser") and the Company, the Interim Purchaser has purchased a Trust Certificate (the "Trust Certificate") issued under the Trust Agreement and, subject to the terms and conditions of the Purchase Agreement, has sold such Trust Certificate to the Long-Term Purchaser.

The Trustee and the Company desire to amend the Trust Agreement as herein provided.

The Long-Term Purchaser has consented that the Trust Agreement be amended as herein provided.

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 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 all of the terms and provisions of the Trust Agreement.

2. The Trust Agreement is hereby amended to modify Paragraph 10 of Exhibit B thereto to read as set forth in Annex B hereto.

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 remain in full force and effect.

5. Terms used in this First Supplement shall have the respective meanings ascribed to them 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 this First Supplement.

7. This First Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas, including all matters of construction, validity and performance.

8. This First Supplement may be executed in counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This First Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this First Supplement. It shall not be necessary in making proof of this First Supplement to produce or account for more than one such counterpart.

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.

[SEAL]

ATTEST:

MERCANTILE NATIONAL BANK  
AT DALLAS, TRUSTEE

*[Signature]*

BY *[Signature]*  
Title

[SEAL]

ATTEST:

RICHMOND LEASING COMPANY

*Laura C. Campbell*

BY *[Signature]*  
Title *President*

STATE OF TEXAS )  
: SS.:  
COUNTY OF DALLAS :

BEFORE ME, the undersigned authority, on this day personally appeared R. F. Ziemski, to me personally known, who being by me duly sworn, says that he is a Vice President of MERCANTILE NATIONAL BANK AT DALLAS, a national banking association, 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 the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 9th day of July, 1982.

[SEAL]

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

STATE OF TEXAS )  
: SS.:  
COUNTY OF HARRIS )

BEFORE ME, the undersigned authority, on this day personally appeared Kenneth W. Hansen, known to me to be the person whose name is subscribed to the foregoing instrument, and known to me to be the President of RICHMOND LEASING COMPANY, a corporation 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 9th day of July, 1982.

[SEAL]

Kenneth W. Hansen  
NOTARY PUBLIC IN AND FOR  
HARRIS COUNTY, T E X A S

11-30-82

ANNEX A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
5 tank cars	111A100W1	13,500 gal.	RTMX 1685-1689	October 9, 1981	60 mos.	#3,075

Annex B

10. Rider 1 dated September 4, 1981 to Tank Car Lease and Service Contract dated September 4, 1981 between Richmond Leasing Company and H. J. Baker and Brothers, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1685 - 1694