

RECORDATION NO. 11618-A Filed 1425

MAR 31 1980 -12 00 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11618 Filed 1425

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INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 11618-B Filed 1425

MAR 31 1980 -12 00 AM

INTERSTATE COMMERCE COMMISSION

March 31, 1980

RECEIVED
MAR 31 11 59 AM '80
I.C.C.
FEE OPERATION BR.

No. 0-091A083

Date MAR 31 1980

Fee \$ 70.00

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

ICC Washington, D. C.

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 August 15, 1979, 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 31, 1980, 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 31, 1980, 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 is described in Exhibit A hereto, and the equipment covered by the Assignment and the Bill of Sale is described in Exhibit B hereto.

Enclosed is a check to cover the recordation fee.

Account Dept - Joyce Murdy

Secretary
Interstate Commerce Commission
March 31, 1980
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You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and Equipment Trust Agreement, 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

RICHMOND LEASING COMPANY
Equipment Trust, Series 13

RECORDATION NO. 11618-B
Filed 1225

MAR 31 1980 2 00 AM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 31st day of March, 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 August 15, 1979, by and between Seller and Buyer.

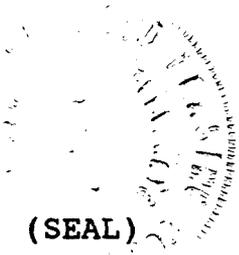
In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

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 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 31st day of March, 1980.

Karen D. Pickett
Notary Public in and For
Harris County, T E X A S

KAREN D. PICKETT
Notary Public in and for Harris County, Tex
My Commission expires June, 28 1981

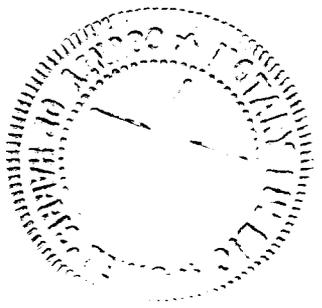


EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
18 tank cars	DOT 105A300W	34,000	RTMX 4899 thru 4912; RTMX 4914 thru 4917

EXHIBIT B

1. Riders 11 and 11A, both dated as of January 1, 1980, to Tank Car Lease and Service Contract dated July 21, 1977, between Richmond Leasing Company and Sun Oil Company of Pennsylvania covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
18	34,000 gallon DOT 105A300W	RTMX 4899 thru 4912; RTMX 4914 thru 4917