

RECORDATION NO. 11618-C Filed 1425

MAY 1 1980 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

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

0-122A057

RECORDATION NO. 11618-A Filed 1425

MAY 1 1980 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

May 1, 1980

Date MAY 1 1980

Fee \$ 30.00

ICS Washington, D.C.

RECORDATION NO. 11618-E Filed 1425

MAY 1 1980 - 2 40 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, a Bill of Sale and a First Supplement to 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 May 1, 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 May 1, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas; and

3. Three (3) executed counterparts of a First Supplement to Equipment Trust Agreement dated as of May 1, 1980, among Mercantile National Bank at Dallas, Trustee, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America.

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 Bill of Sale is described in Exhibit A hereto and the equipment added to the Equipment Trust Agreement by the First Supplement is described in Exhibit B hereto.

*Quincy [unclear] - Joyce Murthy*

RECEIVED  
MAY 1 2 33 PM '80  
FEDERAL  
REGISTRATION BR.  
I.C.C.

Secretary  
Interstate Commerce Commission  
May 1, 1980  
Page -2-

The Assignment, Bill of Sale and First Supplement have been executed in connection with an Equipment Trust Agreement dated as of August 15, 1979, and filed with the Interstate Commerce Commission on March 31, 1980, and which has been assigned the following recordation number: 11618.

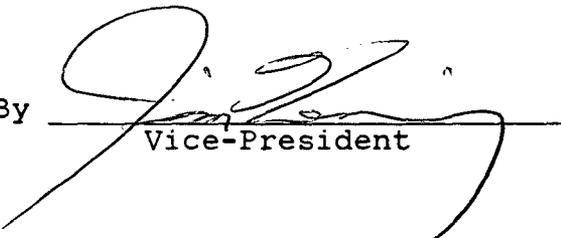
Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and First Supplement 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

RECORDATION NO. 11618-17 Filed 1425

RICHMOND LEASING COMPANY  
Equipment Trust, Series 13

MAY 1 1980 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 1st day of May, 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:

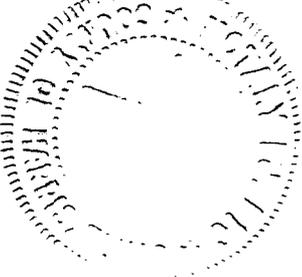
Kenneth W. Harbin  
Kenneth W. Harbin, Secretary

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 15<sup>th</sup> day of May, 1980.



Karen D. Pickett  
KAREN D. PICKETT  
Notary Public in and for Harris County, Texas  
My Commission expires June, 28 1981  
Notary Public in and For  
Harris County, T E X A S

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>
13 tank cars	DOT 105A300W	34,000 Gal.	RTMX 4913; RTMX 4918 thru 4929
7 tank cars	DOT 111A100W5	20,800 Gal.	RTMX 2790 thru 2796
2 covered hopper cars	LO	4,750 Cu. Ft.	RTMX 8531; RTMX 8532

EXHIBIT B

Existing Leases

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

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
13	34,000 Gallon DOT 105A300W Tank Cars	RTMX 4913  RTMX 4918 thru 4929

2. Riders 2 and 2A both dated August 20, 1979 to Lease and Service Contract dated March 7, 1978 between Richmond Leasing Company and Morton Chemical Division of Morton-Norwich Products, Inc., covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	20,800 Gallon DOT 111A100W5 Tank Cars	RTMX 2790 thru 2796

3. Riders 1 and 1A both dated January 21, 1980 to Lease and Service Contract dated January 21, 1980 between Richmond Leasing Company and FMC Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	4,750 Cu. Ft. LO Covered Hopper Cars	RTMX 8531 thru 8532