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JUN 2 1980
Fee \$ 30.⁰⁰
ICC Washington, D. C.

RECORDATION NO. 11618-H Filed 1425
JUN 2 1980 -10 35 AM
INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 11618-F Filed 1425
JUN 2 1980 -10 35 AM
INTERSTATE COMMERCE COMMISSION
FEE OPERATION BR.

JUN 2 10 35 AM '80
RECEIVED

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 11618-B Filed 1425
JUN 2 1980 -10 35 AM
INTERSTATE COMMERCE COMMISSION

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 Second 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 June 2, 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 June 2, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas; and
3. Three (3) executed counterparts of a Second Supplement to Equipment Trust Agreement dated as of June 2, 1980, among Mercantile National Bank at Dallas, 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 Second Supplement is described in Exhibit B hereto.

Photo
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Dunlap and Joyce Murty

Secretary
Interstate Commerce Commission
June 2, 1980
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The Assignment, Bill of Sale and Second Supplement have been executed in connection with an Equipment Trust Agreement dated as of August 15, 1979 (including a First Supplement to Equipment Trust Agreement), and filed with the Interstate Commerce Commission on March 31, 1980, and which has been assigned the following recordation number: 11618.

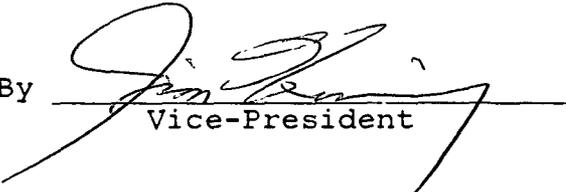
Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and Second 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. 11618-4 Filed 1425

JUN 2 1980 -10 35 AM

RICHMOND LEASING COMPANY
Equipment Trust, Series 13

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 2nd day of June, 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, as amended by the First Supplement to Equipment Trust Agreement dated as of May 1, 1980, and the Second Supplement to Equipment Trust Agreement dated as of June 2, 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 21st day of June, 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>
5 tank cars	DOT 111A100W5	20,800 Gal.	RTMX 2797 thru 2801
7 covered hopper cars	LO	4,750 Cu.Ft.	RTMX 8533 thru 8539
6 covered hopper cars	LO	4,750 Cu.Ft.	RTMX 8540 thru 8545
10 covered hopper cars	LO	4,750 Cu.Ft.	RTMX 8546 thru 8555

EXHIBIT B

1. Riders 2 and 2A, both dated August 20, 1979, to Tank Car 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>
5	20,800 gallon DOT 111A100W5	RTMX 2797 thru 2801

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

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	4,750 Cu. Ft. Type LO	RTMX 8533 thru 8539

3. Riders 5 and 5A, both dated February 20, 1980, to Tank Car Lease and Service Contract dated October 17, 1975, between Richmond Leasing Company and Conserv Department - Philipp Brothers Division Engelhard Minerals & Chemicals covering the following described railroad hopper cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	4,750 Cu. Ft. Type LO	RTMX 8540 thru 8545

4. Riders 6 and 6A, both dated February 20, 1980, to Tank Car Lease and Service Contract dated October 17, 1975, between Richmond Leasing Company and Conserv Department - Philipp Brothers Division of Engelhard Minerals & Chemicals covering the following described railroad hopper cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	4,750 Cu. Ft. Type LO	RTMX 8546 thru 8555