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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
June 2, 1980 JUN 2 1980 -10 35 AM
INTERSTATE COMMERCE COMMISSION

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I.C.C.
OPERATION BR.

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
713877-8000

Dunlap and Joyce Murty

Secretary
Interstate Commerce Commission
June 2, 1980
Page -2-

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.

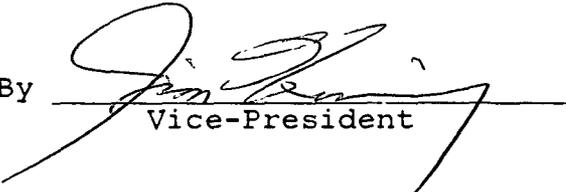
Enclosed is a check to cover the recordation fee.

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

SECOND SUPPLEMENT TO JUN 2 1980 10 35 AM
EQUIPMENT TRUST AGREEMENT
INTERSTATE COMMERCE COMMISSION

THIS SECOND SUPPLEMENT dated as of June 2, 1980, to the Equipment Trust Agreement (hereinafter, as amended by the First Supplement described herein, the "Trust Agreement") dated as of August 15, 1979, by and between MERCANTILE NATIONAL BANK AT DALLAS, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter in such capacity called "Trustee"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"):

W I T N E S S E T H:

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission on March 31, 1980, under Recordation No. 11618;

WHEREAS, the First Supplement ("First Supplement") to the Trust Agreement dated May 1, 1980, was filed with the Interstate Commerce Commission;

WHEREAS, pursuant to the terms of a Purchase Agreement (hereinafter the "Purchase Agreement") dated as of August 15, 1979, among MERCANTILE NATIONAL BANK AT DALLAS (hereinafter in such capacity called the "Interim Purchaser"), TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA (hereinafter called the "Long-Term Purchaser"), and the Company, the Long-Term Purchaser has purchased Trust Certificates (hereinafter called "Trust Certificates") issued under the Trust Agreement;

WHEREAS, the parties desire to amend the Trust Agreement as provided herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereby agree as follows:

1. The Trust Agreement is hereby amended to add to Exhibit A to the Trust Agreement the railroad cars described in Annex A hereto, and such railroad cars shall be subject to the Trust Agreement.

2. The Long-Term Purchaser and the Interim Purchaser consent to such amendment of the Trust Agreement.

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 be and remain in full force and effect.

5. Terms used in this Second Supplement have the same meaning herein as 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 the First Supplement and this Second Supplement.

7. This Second Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Second 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 Second Supplement.

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.

TEACHERS INSURANCE AND ANNUITY
ASSOCIATION OF AMERICA

BY

Douglas E. Haigh

Douglas E. Haigh
Assistant Investment Officer

BY

J. Daniel Lee, Jr.
J. Daniel Lee, Jr.
Second Vice President

msf

ATTEST:

MERCANTILE NATIONAL BANK AT
DALLAS, TRUSTEE

James A. Quinn

By *M. W. ...*
Trust Officer

[SEAL]

ATTEST:

MERCANTILE NATIONAL BANK AT
DALLAS, INTERIM PURCHASER

James A. Quinn

By *L. Newman*

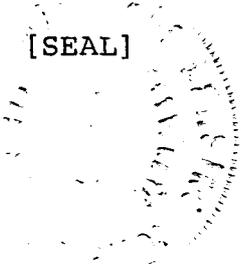
ATTEST:

RICHMOND LEASING COMPANY

Kenneth W. Harbin

By *J. ...*
Vice President

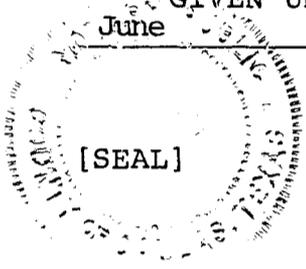
[SEAL]



THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 2nd day of June, 1980, before me personally appeared Michael L. Walsh, to me personally known, who being by me duly sworn, says that he is an Asst. VP & Tr. Offi of MERCANTILE NATIONAL BANK AT DALLAS, 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 for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 2nd day of June, 1980.

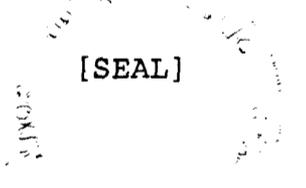


Bea J Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, TEXAS

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 2nd day of June, 1980, before me personally appeared Lacy Newman, to me personally known, who being by me duly sworn, says that he is an Asst. VP of MERCANTILE NATIONAL BANK AT DALLAS, 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 for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HANE AND SEAL OF OFFICE this 2nd day of June, 1980.



Bea J Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, TEXAS

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 Jim Herring, Vice 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 2nd 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, TEXAS

ANNEX A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed & Car No.</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
7	LO	4,750 Cu. Ft.	RTMX 8533 thru 8539	23 Mos.	April 1980	\$3,675
6	LO	4,750 Cu. Ft.	RTMX 8540 thru 8545	60 Mos.	March 1980	\$3,150
10	LO	4,750 Cu. Ft.	RTMX 8546 thru 8555	60 Mos.	April 1980	\$5,250