

RECEIVED

RECORDATION NO. 11618-1 Filed 1425

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

JUN 30

JUN 30 1980 - 2 00 PM

I. C. C. INTERSTATE COMMERCE COMMISSION

U 1821064

No.

Date JUN 30 1980

June 30, 1980

Fee \$ 36.00

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ICC Washington, D. C.

JUN 30 1980 - 2 00 PM

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Secretary
Interstate Commerce Commission
Washington, D. C. 20423
INTERSTATE COMMERCE COMMISSION

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 Third 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 30, 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 30, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas; and
3. Three (3) executed counterparts of a Third Supplement to Equipment Trust Agreement dated as of June 30, 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 Third Supplement is described in Exhibit B hereto.

June 30 1980
Chas. G. [Signature]

Secretary
Interstate Commerce Commission
June 30, 1980
Page -2-

The Assignment, Bill of Sale and Third 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 a Second 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.

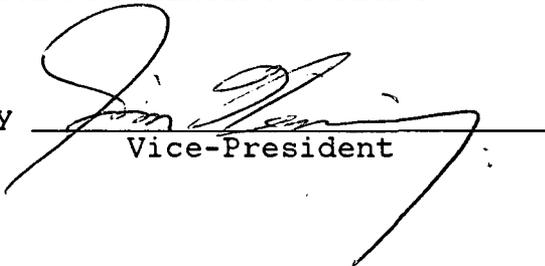
Enclosed is a check to cover the recordation fee.

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

THIRD SUPPLEMENT TO
EQUIPMENT TRUST AGREEMENT

RECORDATION NO. 11618-K

JUN 30 1980 - 2 00 PM

INTERSTATE COMMERCE COMMISSION

THIS THIRD SUPPLEMENT dated as of June 30, 1980, to the Equipment Trust Agreement dated as of August 15, 1979 (hereinafter, as amended by the First Supplement to Equipment Trust Agreement and the Second Supplement to Equipment Trust Agreement, called the "Trust Agreement"), 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 the "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; and

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

WHEREAS, the Second Supplement to Equipment Trust Agreement (the "Second Supplement") was filed with the Interstate Commerce Commission on June 2, 1980; and

WHEREAS, pursuant to the terms of a Purchase Agreement dated as of August 15, 1979 (hereinafter, as amended by the Amendment to Purchase Agreement of even date herewith, called the "Purchase Agreement"), 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 Interim Purchaser and the Long-Term Purchaser have each purchased Trust Certificates (hereinafter called "Trust Certificates") issued under the Trust Agreement; and

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 hereto agree as follows:

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

2. The Long-Term Purchaser and the Interim Purchaser each severally consents 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.

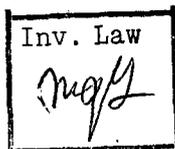
5. Terms used in this Third Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

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 the First Supplement, Second Supplement and this Third Supplement.

7. This Third 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 Third 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 Third 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



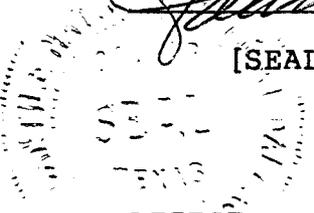
By Douglas E. Haigh
Douglas E. Haigh
Assistant Investment Officer
By David B. Bullett

DAVID B. BULLETT
VICE PRESIDENT

ATTEST:

James G. [Signature]

[SEAL]



MERCANTILE NATIONAL BANK AT
DALLAS, TRUSTEE

By *[Signature]*
Trust Officer

ATTEST:

James G. [Signature]

ATTEST:

Keneth W. [Signature]

[SEAL]



MERCANTILE NATIONAL BANK AT
DALLAS, INTERIM PURCHASER

By *Max R. Hegner*
V.P.

RICHMOND LEASING COMPANY

By *[Signature]*

THE STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Douglas E. Haigh, Assistant Investment Officer of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, 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 TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, 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 30th day of June, 1980.

[SEAL]

Barbara L. Kopec
NOTARY PUBLIC IN AND FOR
NEW YORK COUNTY, NEW YORK

BARBARA L. KOPEC
NOTARY PUBLIC, State of New York
No. 24-4650535
Qualified in Kings County
Certificate filed in New York Co.
Commission Expires March 30, 1981

THE STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared David B. Bullett, Vice President of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, 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 TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, 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 30th day of June, 1980.

[SEAL]

Barbara L. Kopec
NOTARY PUBLIC IN AND FOR
NEW YORK COUNTY, NEW YORK

BARBARA L. KOPEC
NOTARY PUBLIC, State of New York
No. 24-4650535
Qualified in Kings County
Certificate filed in New York Co.
Commission Expires March 30, 1981

ANNEX A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed & Car Nos.</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
5	DOT 105A300W	34,000 Gallon	RTMX 4990 thru 4994	60 Months	June 1980	\$3,750

ANNEX B

EXISTING LEASES

1. Riders 1 and 1A both dated June 4, 1980 to Tank Car Lease and Service Contract dated June 4, 1980 between Richmond Leasing Company and Enterprise Products Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
45	34,000 Gallon DOT 105A300W Tank Cars	RTMX 4950 thru 4994