

AUG 7 1980 -2 30 PM

FIFTH SUPPLEMENT TO
EQUIPMENT TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS FIFTH SUPPLEMENT dated as of August 7, 1980, to the Equipment Trust Agreement dated as of August 15, 1979 (hereinafter, as amended by the First Supplement to Equipment Trust Agreement, the Second Supplement to Equipment Trust Agreement, the Third Supplement to Equipment Trust Agreement, and the Fourth 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, the Third Supplement to Equipment Trust Agreement (the "Third Supplement") was filed with the Interstate Commerce Commission on June 30, 1980; and

WHEREAS, the Fourth Supplement to Equipment Trust Agreement (the "Fourth Supplement") was filed with the Interstate Commerce Commission on June 30, 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 dated as of June 30, 1980, 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 Fifth 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, Third Supplement, Fourth Supplement, and this Fifth Supplement.

7. This Fifth 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 Fifth 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 Fifth 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

Inv. Law
mgg

By

John W. Bolden

Assistant Vice President

By

J. Daniel

Second Vice President

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 **JOHN M. BALDWIN**, Assistant 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 6th day of August, 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 **J. DANIEL LEE, JR.**, Second 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 6th day of August, 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

ATTEST:



[Signature]

[SEAL]

ATTEST:

[Signature]

MERCANTILE NATIONAL BANK AT
DALLAS, TRUSTEE

By [Signature]
Trust Officer

MERCANTILE NATIONAL BANK AT
DALLAS, INTERIM PURCHASER

By [Signature] Lucy Newman VP

ATTEST:

[Signature]

[SEAL]



RICHMOND LEASING COMPANY

By [Signature]

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

On this 7th day of August, 1980, before me personally appeared Michael L. Walsh to me personally known, who being by me duly sworn, says that he is an Assistant Vice President and Trust Officer 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 7th day of August, 1980.

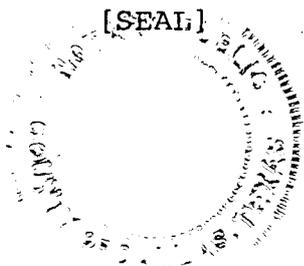


Bea J. Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

On this 7th day of August, 1980, before me personally appeared Lacy Newman, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President 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 7th day of August, 1980.

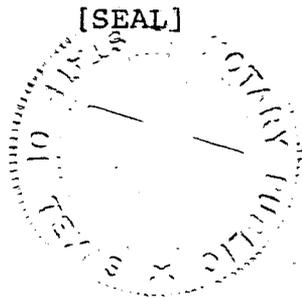


Bea J. Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

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 August, 1980.



Adelia M. Castro
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

ADELIA M. CASTRO
Notary Public in and for the State of Texas
My Commission expires March 6, 1984

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>
40	DOT105A300W	34,000 Gallon	RTMX 4995 thru 5034	120 Months	July 1980	\$30,200
4	DOT111A100W1	13,500 Gallon	RTMX 1070 thru 1073	60 Months	July 1980	\$ 2,396

ANNEX B

EXISTING LEASES

1. Riders 1 and 1A both dated July 1, 1980 to Tank Car Lease and Service Contract dated July 1, 1980 between Richmond Leasing Company and Central Petroleum Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	34,000 Gallon DOT 105A300W Tank Cars	RTMX 4995 thru 5034

2. Tank Car Lease and Service Contract dated February 28, 1980 between Richmond Leasing Company and Hooker Chemical Properties Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1070 thru 1073