

No. 020  
Date AUG 28 1980  
Fee \$ 30.00  
ICC Washington, D. C.

RECORDATION NO. 11618-8 Filed 1425

AUG 28 1980 -10 20 AM

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

RECORDATION NO. 11618-9 Filed 1425

AUG 28 1980 -10 20 AM

INTERSTATE COMMERCE COMMISSION

August 28, 1980

RECORDATION NO. 11618-R Filed 1425

AUG 28 1980 -10 20 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED  
AUG 28 10 14 AM '80  
I.C.C.  
FREE OPERATION CR.

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 Sixth 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 August 28, 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 August 28, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas; and
3. Three (3) executed counterparts of a Sixth Supplement to Equipment Trust Agreement dated as of August 28, 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, the Bill of Sale, and added to the Equipment Trust Agreement by the Sixth Supplement is described in Exhibit A hereto.

*Ann Carter*  
*C. D. [Signature]*

Secretary  
Interstate Commerce Commission  
August 28, 1980  
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The Assignment, Bill of Sale and Sixth 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, a Second Supplement to Equipment Trust Agreement, a Third Supplement to Equipment Trust Agreement, a Fourth Supplement to Equipment Trust Agreement, and a Fifth 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 Sixth 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

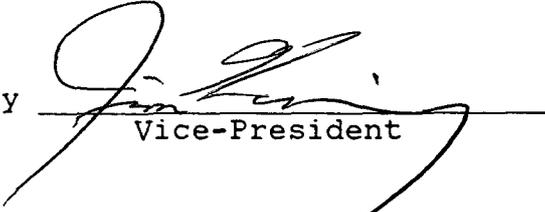
  
Vice-President

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
10 tank cars	DOT105A300W	34,000	RTMX 5035 thru 5044

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/28/80

OFFICE OF THE SECRETARY

**Jim Herring**  
**Richmond Leasing Company**  
**1700 West Loop South, Suite 1500**  
**Houston, Texas 77027**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **8/28/80**, at **10:20am**, and assigned re-  
recording number(s). **11618-J, 11618-K, 11618-L**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RICHMOND LEASING COMPANY  
Equipment Trust, Series 13

RECORDATION NO. 11 618-9  
FILED 1425

AUG 28 1980 -10 20 AM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 28th day of August, 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, the Second Supplement to Equipment Trust Agreement dated as of June 2, 1980, the Third Supplement to Equipment Trust Agreement dated as of June 30, 1980, the Fourth Supplement to Equipment Trust Agreement dated as of June 30, 1980, the Fifth Supplement to Equipment to Trust Agreement dated as of August 7, 1980, and the Sixth Supplement to Equipment Trust Agreement dated as of August 28, 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 18th day of August, 1980.



KAREN D. PICKETT

Notary Public in and for Harris County, Texas  
Notary Public In and For Commission expires June, 28 1981  
Harris County, T E X A S



EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
10 tank cars	DOT105A300W	34,000	RTMX 5035 thru 5044

EXHIBIT B

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>
10	34,000 Gallon DOT 105A300W Tank Cars	RTMX 5035 thru 5044