

RECORDATION NO. 12298-A Filed 1426

OCT 14 1980 - 1 45 PM

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

No. - 2881095  
Date - OCT 14 1980  
Fee \$ 70.00  
ICC Washington, D. C.

September 30, 1980

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 Equipment Trust Agreement, an Assignment and a Bill of Sale relating to railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Equipment Trust Agreement dated as of September 15, 1980, by and between Mercantile National Bank at Dallas, Trustee, and Richmond Leasing Company;
2. Three (3) executed counterparts of an Assignment dated as of September 30, 1980, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee); and
3. Three (3) executed counterparts of a Bill of Sale dated as of September 30, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas.

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 Equipment Trust Agreement is described in Exhibit A hereto, and the equipment covered by the Assignment and the Bill of Sale is described in Exhibit B hereto.

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

*Countypaid - L. Keith Manley*

Secretary  
Interstate Commerce Commission  
September 30, 1980  
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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 Equipment Trust Agreement 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

12298 *B*

RECORDATION NO. .... Filed 142b

RICHMOND LEASING COMPANY  
Equipment Trust, Series 15

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INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 30th day of September, 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 September 15, 1980, by and between Seller and Buyer.

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 30<sup>th</sup> day of September, 1980.

Karen D. Pickett  
Notary Public in and For  
Harris County, T E X A S

KAREN D. PICKETT  
Notary Public in and for Harris County, Texas  
My Commission expires June, 28 1981

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
12 tank cars	DOT111A100W1	13,500	RTMX 1187 thru 1198
20 tank cars	DOT111A100W1	13,500	RTMX 1221 thru 1240

EXHIBIT B

1. 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>
12	13,500 Gallon DOT111A100WI Tank Cars	RTMX 1187 thru 1198

2. Rider 1 and 1A both dated July 28, 1980 to Tank Car Lease and Service Contract dated July 28, 1980 between Richmond Leasing Company and Coastal Sulphur Inc. as agents for Real International Marketing, Ltd. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1221 thru 1240