

RECORDATION NO. 12298-C
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12298-E
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12298-F
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12298-D
DEC 23 1980-1 25 PM
INTERSTATE COMMERCE COMMISSION

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

C-358A0002

December 23, 1980

No.
Date DEC 23 1980
Fee \$ 50.00
ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 12298-G
DEC 23 1980-1 25 PM
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, two Bills of Sale, a First Supplement to Equipment Trust Agreement, and a Release of Equipment from 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 December 18, 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 December 18, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas;

3. Three (3) executed counterparts of a First Supplement to Equipment Trust Agreement dated as of December 18, 1980, among Mercantile National Bank at Dallas, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America;

4. Three (3) executed counterparts of a Release of Equipment from Equipment Trust Agreement dated as of December 18, 1980, among Mercantile National Bank at Dallas, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America; and

5. Three (3) executed counterparts of a Bill of Sale dated as of December 23, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas.

Carroll

DEC 23 1980
FILING
STAMP

Secretary
Interstate Commerce Commission
December 23, 1980
Page 2

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 Bills of Sale is described in Exhibit A hereto, the equipment covered by the Equipment Trust Agreement (described below), as restated by the First Supplement, is described in Exhibit B hereto, and the equipment released from the Equipment Trust Agreement by the Release is described in Exhibit C hereto.

The Assignment, Bills of Sale, First Supplement and Release have been executed in connection with an Equipment Trust Agreement dated as of September 15, 1980, and filed with the Interstate Commerce Commission on October 14, 1980, and which has been assigned the following recordation number: 12298.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, the Bills of Sale, the First Supplement and the Release 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

RECORDATION NO. 12298-~~E~~
Filed 1425

DEC 23 1980 1:15 PM

INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT TO
EQUIPMENT TRUST AGREEMENT

THIS FIRST SUPPLEMENT dated as of December 18, 1980, to the Equipment Trust Agreement dated as of September 15, 1980 (hereinafter 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 October 14, 1980, under Recordation No. 12298; and

WHEREAS, pursuant to the terms of a Purchase Agreement dated as of September 15, 1980 (hereinafter 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 by restating Exhibit A and Exhibit B, respectively, to the Trust Agreement in the manner set forth in Annex A and Annex B hereto so that the railroad cars set forth in Annex A shall be considered the railroad cars subject to the Trust Agreement and that the Existing Leases set forth in Annex B shall be considered the Existing Leases 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 First 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.

7. This First 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 First 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 First 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.

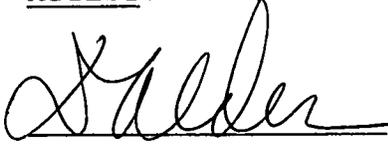
TEACHERS INSURANCE AND ANNUITY
ASSOCIATION OF AMERICA

mlg By: *John M. Baldwin*
JOHN M. BALDWIN
ASSISTANT VICE PRESIDENT

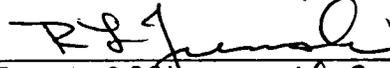
By: *David B. Bullett*
DAVID B. BULLETT
VICE PRESIDENT

MERCANTILE NATIONAL BANK AT
DALLAS, TRUSTEE

ATTEST:

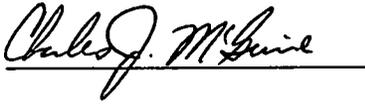


[SEAL]

By 
~~Trust Officer~~ V.P.

MERCANTILE NATIONAL BANK AT
DALLAS, INTERIM PURCHASER

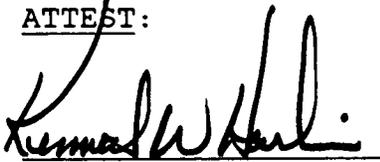
ATTEST:



By 

RICHMOND LEASING COMPANY

ATTEST:



[SEAL]

By 

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 22nd day of December, 1980.

[SEAL]

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

THE STATE OF NEW YORK §
 §
COUNTY OF 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

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 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 22nd day of December, 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 TEXAS §
 §
COUNTY OF DALLAS §

On this 17th day of December, 1980, before me personally appeared R. F. Ziemski, to me personally known, who being by me duly sworn, says that he is an 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 17th day of December 1980.

[SEAL]


NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 17th day of December, 1980, before me personally appeared Mark R. Hejnes, to me personally known, who being by me duly sworn, says that he is an 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 17th day of December, 1980.

[SEAL]


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 18th day of December, 1980.

[SEAL]

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

*Restatement
of this account*DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>DOT Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term Of Lease</u>	<u>Monthly Rental</u>
86 tank cars	111A100W1	13,500 gal.	RTMX 1187 to 1220 RTMX 1020 to 1069 RTMX 1645 RTMX 1646	September, 1980	60 Mos.	44,326
30 tank cars	111A100W1	13,500 gal.	RTMX 1221 to 1250	October, 1980	60 Mos.	5,850
15 tank cars	111A100W1	16,000 gal.	RTMX 1630 to 1644	October, 1980	60 Mos.	8,730
21 tank cars	105A300W	25,000 gal.	RTMX 2812 to 2832	November, 1980	60 Mos.	15,750
33 tank cars	111A100W1	13,500 gal.	RTMX 1539 to 1571	November, 1980	60 Mos.	21,285
30 tank cars	111A100W1	13,500 gal.	RTMX 1452 to 1481	December, 1980	60 Mos.	17,550

ANNEX B

1. Tank Car Lease and Service Contract dated February 28, 1980, as amended, 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>
86	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1187 thru 1220 RTMX 1020 thru 1069 RTMX 1645 thru 1646

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>
30	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1221 thru 1250

3. Rider 3, as amended, and 3A both dated September 12, 1980 to Tank Car Lease and Service Contract dated October 13, 1976 between Richmond Leasing Company and ICI United States, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	16,000 Gallon DOT111A100W1 Tank Cars	RTMX 1630 thru 1644

4. Rider 4, 4A, 5 and 5A, all dated September 12, 1980 to Tank Car Lease and Service Contract dated October 13, 1976 between Richmond Leasing Company and ICI United States, Inc., covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
21	25,000 Gallon DOT105A300W Tank Cars	RTMX 2812 thru 2832

5. Rider 1 and 1A, as amended, both dated February 5, 1980 to Tank Car Lease and Service Contract dated February 5, 1980 between Richmond Leasing Company and American Cyanamid Company, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
33	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1539 thru 1571

6. Riders 2 and 2A both dated December 16, 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>
30	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1452 thru 1481