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12413
RECORDATION NO. ..... Filed 1425
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INTERSTATE COMMERCE COMMISSION

November 17, 1980

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Recordation of Documents: Equipment Lease Agreement, Certificate of Inspection and Acceptance, and Bills of Sale

NOV 17 1 50 PM '80
Fee-BRANCH
0-322A041
No.
Date NOV 17 1980
Fee $ 60.00
ICC Washington, D. C.

Dear Ms. Mergenovich:

Please find enclosed for recordation pursuant to 49 U.S.C. 11303 an original and two certified true copies of the following documents:

(1) EQUIPMENT LEASE AGREEMENT, dated as of October 24, 1980, with Exhibits A through E, inclusive, and Rider No. 1 and Exhibit A to Rider No. 1 attached, between Greyhound Leasing & Financial Corporation ("Lessor") and Good Hope Refineries, Inc. ("Lessee");

(2) CERTIFICATE OF INSPECTION AND ACCEPTANCE, dated November 7, 1980, from the Lessee to the Lessor; and

(3) three BILLS OF SALE, dated November 3, 6, and 11, 1980, respectively, from Trinity Industries, Inc., ("Vendor") to Greyhound Leasing & Financial Corporation ("Vendee") with respect to the equipment having the reporting marks and numbers listed below.

The names and addresses of the parties to this transaction are as follows:

Lessor

Greyhound Leasing & Financial Corporation
Greyhound Tower
Phoenix, Arizona 85077

Lessee

Good Hope Refineries, Inc.
P.O. Drawer 537
Good Hope, Louisiana 70079

Vendor

Trinity Industries, Inc.
P.O. Box 10587
4000 Irving Boulevard
Dallas, Texas 75207

Vendee

Greyhound Leasing & Financial Corporation
Greyhound Tower
Phoenix, Arizona 85077

The equipment that is the subject of this transaction is described as follows:

eighty-six (86) new (built in October, 1980) 33,885 gallon pressurized rail tank cars (mech. desig. T, spec. no. DOT112J400W), to be listed in the Official Railway Equipment Register with the reporting mark GHRX and the following car numbers:

| Car No. | Car No. | Car No. | Car No. | Car No. |
|---|---|---|---|---|
| 144 | 164 | 189 | 213 | 258 |
| 145 | 165 | 190 | 215 | 259 |
| 146 | 166 | 192 | 220 | 261 |
| 147 | 167 | 193 | 244 | 262 |
| 148 | 168 | 195 | 245 | 263 |
| 149 | 169 | 196 | 246 | 264 |
| 150 | 171 | 198 | 247 | 265 |
| 151 | 172 | 199 | 248 | 266 |
| 152 | 173 | 200 | 249 | 267 |
| 153 | 175 | 202 | 250 | 268 |
| 154 | 176 | 203 | 251 | 269 |
| 155 | 177 | 204 | 252 | 270 |
| 156 | 178 | 205 | 253 | 271 |
| 157 | 179 | 206 | 254 | 272 |
| 159 | 182 | 207 | 255 | 273 |
| 160 | 183 | 209 | 256 | |
| 162 | 186 | 210 | 257 | |
| 163 | 188 | 212 | | |

Pursuant to 49 C.F.R. Part 1116, please stamp the original and two certified true copies of each document described above with the date and hour of recordation, a recordation number and a notation to the effect that it has been filed pursuant to the provisions of section 11303 of Title 49 of the United States Code. After performing these tasks, please retain the certified true copies of these documents in the Commission's files and return the originals of these documents to the delivering agent of:

Witkowski, Weiner, McCaffrey and Brodsky, P.C.
1575 Eye Street NW, Suite 350
Washington, DC 20005

Enclosed is a check drawn to the order of the Interstate Commerce Commission for recordation fees.

Your cooperation is appreciated.

Greyhound Leasing & Financial Corporation

By its Special Counsel,

R. L. McCaffrey, Jr.

R. Lawrence McCaffrey, Jr.
Witkowski, Weiner, McCaffrey
and Brodsky, P.C.
Suite 350
1575 Eye Street, N.W.
Washington, DC 20005

RECORDATION NO. 12413-A Filed 1425

NOV 17 1980 - 1:55 PM

INTERSTATE COMMERCE COMMISSION

# CERTIFICATE OF INSPECTION AND ACCEPTANCE

TO EQUIPMENT LEASE AGREEMENT BETWEEN
GREYHOUND LEASING & FINANCIAL CORPORATION
AND
GOOD HOPE REFINERIES, INC.
DATED AS OF OCTOBER 24, 1980

GOOD HOPE REFINERIES, INC. ("Lessee") does hereby certify to GREYHOUND LEASING & FINANCIAL CORPORATION ("Lessor") that the new 112 J400W Pressurized Tank Cars manufactured by Trinity Industries, Inc. ("Manufacturer"), bearing the identifying reporting marks and Car numbers of Lessee as follows: GHRX

| Car No. | Car No. | Car No. | Car No. | Car No. | Car No. | Car No. | Car No. | Car No. |
|---|---|---|---|---|---|---|---|---|
| 144 | 154 | 166 | 179 | 196 | 209 | 248 | 257 | 266 |
| 145 | 155 | 167 | 182 | 198 | 210 | 249 | 258 | 267 |
| 146 | 156 | 168 | 183 | 199 | 212 | 250 | 259 | 268 |
| 147 | 157 | 169 | 186 | 200 | 213 | 251 | 260 | 269 |
| 148 | 159 | 171 | 188 | 202 | 215 | 252 | 261 | 270 |
| 149 | 160 | 172 | 189 | 203 | 220 | 253 | 262 | 271 |
| 150 | 162 | 173 | 190 | 204 | 244 | 254 | 263 | 272 |
| 151 | 163 | 175 | 192 | 205 | 245 | 255 | 264 | 273 |
| 152 | 164 | 176 | 193 | 206 | 246 | 256 | 265 | |
| 153 | 165 | 177 | 195 | 207 | 247 | | | |
| | | 178 | | | | | | |

has (have) been delivered as of this 7th day of NOVEMBER, 1980, ("Delivery Date"), pursuant to the Equipment Lease dated as of October 24, 1980, between Lessor and Lessee (the "Lease"); and the Lease with respect to said Car(s) shall commence as of the said Delivery Date.

The Lessee further certifies:

1. That during the manufacture of said Car(s) by the Manufacturer, Lessee, through qualified inspectors, inspected in accordance with inspection and testing practices and methods which, in their opinion, are adequate for the protection of Lessor, the materials and other components incorporated in and the construction of said Car(s).

2. That the materials and other components incorporated in and the construction of said Car(s) comply fully with, and said Car(s) has (have) been completed in full accordance with, the Specifications referred to in the Lease; and was (were) otherwise in all respects satisfactory and acceptable to Lessee on said Delivery Date;

3. That said Car(s) has (have) been delivered in good order and ready for service by the Manufacturer directly to Lessee and has (have) been accepted by Lessee as of the Delivery date in accordance with the provisions of the Lease;

4. That there was plainly, distinctly and conspicuously placed upon each side of the said Car(s) at the time of its delivery and acceptance a legend bearing the following words in letters not less than one (1) inch in height:

"GREYHOUND LEASING & FINANCIAL CORPORATION,
PHOENIX, ARIZONA,
OWNER AND LESSOR"

5. That the representations and warranties contained in paragraph 5(b) of the Lease were true as of the Delivery Date, and that there has been no Event of Default as defined in paragraph 13(a) of the Lease as of the Delivery Date.

DATED: November 7, 1980

GOOD HOPE REFINERIES, INC.,
("Lessee")

By Dudley R. Anderson, Jr.
Its: Treasurer

JF

County of Arlington )
Commonwealth of Virginia ) ss:

I hereby certify that the attached document consisting of 2 pages with text on the front only is a true and complete copy of a Certificate of Inspection and Acceptance to Equipment Lease Agreement Between Greyhound Leasing & Financial Corporation and Good Hope Refineries, Inc. Dated as of October 24, 1980 document presented before me this 17th day of November, 1980, in the County of Arlington, Commonwealth of Virginia.

Jack I. Frankel

Jack I. Frankel, Notary Public

My Commission expires: 12/17/80