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WASHINGTON, D. C. 20005

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* ADMITTED IN MN. ON

RECORDATION NO. 12413 F
Filed 1425
NOV 21 1980 12:30 PM

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Filed 1425
NOV 21 1980 12:30 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

NOV 21 12 26 PM '80
CHECK FILES
BRANCH

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

Re: Recordation of Documents:
Certificate of Inspection and
Acceptance and Bill of Sale

326A070
No. 1
Date NOV 21 1980
Fee \$ 20.00

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: ICC Washington, D. C.

(1) CERTIFICATE OF INSPECTION AND ACCEPTANCE, dated November 7, 1980, from Good Hope Refineries, Inc. ("Lessee") to Greyhound Leasing & Finance Corporation ("Lessor"); and

(2) a BILL OF SALE, dated November 17, 1980, from Trinity Industries, Inc., ("Vendor") to Greyhound Leasing & Financial Corporation ("Vendee") with respect to the equipment having the reporting marks and numbers listed below.

These documents are supplemental to the documents recorded as 12413 and 12413A through D, which were recorded at 1:55 p.m. on November 17, 1980.

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

Lessor

Greyhound Leasing & Financial Corporation
Greyhound Tower
Phoenix, Arizona 85077

Handwritten signatures and initials on the left margin.

Ms. Agatha L. Mergenovich

-2-

November 21, 1980

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:

fourteen (14) new (built in November, 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: 158, 161, 174, 180, 185, 187, 194, 201, 208, 214, 216-217, 219 and 260.

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 a certified true copy of these documents in the Commission's files and return the other documents to the delivering agent of:

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

Ms. Agatha L. Mergenovich

-3-

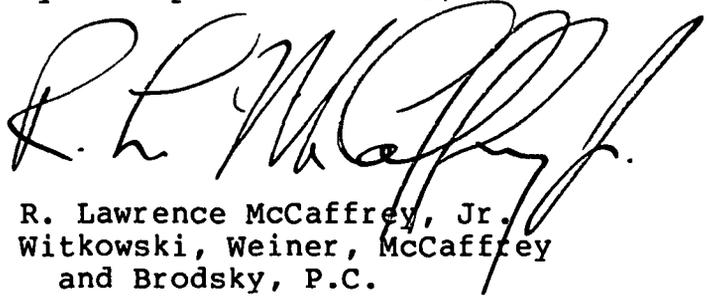
November 21, 1980

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,

A handwritten signature in black ink, appearing to read "R. L. McCaffrey, Jr.", written in a cursive style.

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

Interstate Commerce Commission
Washington, D.C. 20423

11/21/80

OFFICE OF THE SECRETARY

R. Lawrence McCaffrey, Jr.

Witkowski, Weiner, McCaffrey

& Brodsky, P.C., Suite 350, Wash. D.C. 20005

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 **11/21/80** at **12:30pm**, and assigned re-
recording number (s). **12413-E & 12413-F**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure (s)

CERTIFICATE OF INSPECTION AND ACCEPTANCE

RECORDATION NO. 12413 F Filed 142

NOV 21 1980 - 12 20 PM

TO EQUIPMENT LEASE AGREEMENT BETWEEN
GREYHOUND LEASING & FINANCIAL CORPORATION
AND

GOOD HOPE REFINERIES, INC.
DATED AS OF OCTOBER 24, 1980

INTERSTATE COMMERCE COMMISSION

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:

<u>Car Number</u>	<u>Car Number</u>
GHRX-158	GHRX-201
GHRX-161	GHRX-208
GHRX-174	GHRX-214
GHRX-180	GHRX-216
GHRX-185	GHRX-217
GHRX-187	GHRX-219
GHRX-194	GHRX-260

has (have) been delivered as of this 19th 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"

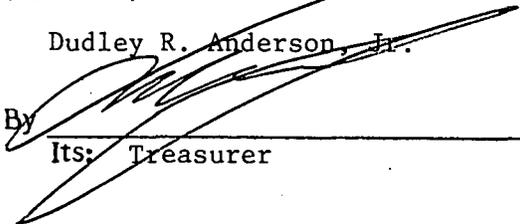
5. That the representations and warranties contained in paragraph 5(b) of the Lease were true as of the Delivery Date, and that there has been no Event of Default as defined in paragraph 13(a) of the Lease as of the Delivery Date.

DATED: November 19, 1980

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

Dudley R. Anderson, Jr.

By



Its: Treasurer