

RECORDATION NO. 924-EE Filed 1425

FEB 21 1980 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

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

No. 0-052A037

Date FEB 21 1980

Fee \$ 30.00

ICC Washington, D. C.

February 21, 1980

RECEIVED
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I.C.C. OPERATION BR.

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INTERSTATE COMMERCE COMMISSION

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, Bill of Sale and a Fourth 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 February 21, 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 February 21, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas; and
3. Three (3) executed counterparts of a Fourth Supplement to Equipment Trust Agreement dated as of February 21, 1980, among Mercantile National Bank at Dallas, Trustee, 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 and the Bill of Sale and added to the Equipment Trust Agreement by the Fourth Supplement is described in Exhibit A hereto.

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INTERSTATE COMMERCE COMMISSION

Counterpart - Joyce Murty

Secretary
Interstate Commerce Commission
February 21, 1980
Page -2-

The Assignment, Bill of Sale and Fourth Supplement have been executed in connection with an Equipment Trust Agreement dated as of February 1, 1978 (including a First Supplement to Equipment Trust Agreement, a Release of Equipment from Equipment Trust Agreement, a Second Supplement to Equipment Trust Agreement, and a Third Supplement to Equipment Trust Agreement), and filed with the Interstate Commerce Commission on February 22, 1978, and which has been assigned the following recordation number: 9246.

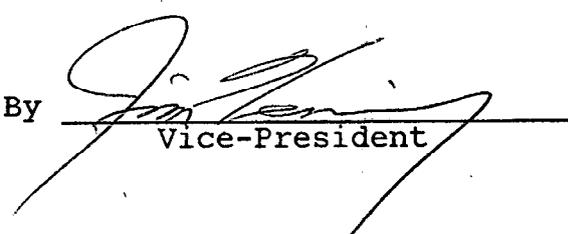
Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and Fourth 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

RECORDATION NO. 9246-8FF
Filed 1425

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RICHMOND LEASING COMPANY
Equipment Trust, Series 12 INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 21st day of February, 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 February 1, 1978, by and between Seller and Buyer, as amended by the First Supplement to Equipment Trust Agreement dated as of May 31, 1978, the Release of Equipment from Equipment Trust Agreement dated as of May 31, 1978, the Second Supplement to Equipment Trust Agreement dated as of July 20, 1979, the Third Supplement to Equipment Trust Agreement dated as of October 31, 1979, and the Fourth Supplement to Equipment Trust Agreement dated as of February 21, 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

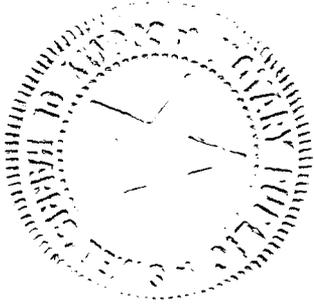
THE STATE OF TEXAS §

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 21st day of February 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, 23 1981

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
9 tank cars	DOT 105A300W	34,000	RTMX 4890 thru 4898

EXHIBIT B

1. Riders 11 and 11A, both dated as of January 1, 1980, to Tank Car Lease and Service Contract dated July 21, 1977, between Richmond Leasing Company and Sun Oil Company of Pennsylvania covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	34,000 gallon DOT 105A300W	RTMX 4890 thru 4898