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RECORDATION NO. 9246 Filed 1425
FEB 21 1980 11:41 AM
INTERSTATE COMMERCE COMMISSION

4/11

FOURTH SUPPLEMENT TO
EQUIPMENT TRUST AGREEMENT

THIS FOURTH SUPPLEMENT dated as of February 21, 1980, to the Equipment Trust Agreement (hereinafter, as amended by the First Supplement, the Second Supplement, and the Third Supplement described herein, the "Trust Agreement") dated as of February 1, 1978, 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 "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 February 22, 1978, under Recordation No. 9246;

WHEREAS, the First Supplement ("First Supplement") to the Trust Agreement dated May 31, 1978, was filed with the Interstate Commerce Commission;

WHEREAS, the Second Supplement ("Second Supplement") to the Trust Agreement dated July 20, 1979, was filed with the Interstate Commerce Commission;

WHEREAS, the Third Supplement ("Third Supplement") to the Trust Agreement dated October 31, 1979, was filed with the Interstate Commerce Commission;

WHEREAS, pursuant to the terms of a Purchase Agreement (hereinafter the "Purchase Agreement") dated as of February 1, 1978, 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

Long-Term Purchaser has purchased Trust Certificates (hereinafter called "Trust Certificates") issued under the Trust Agreement;

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 hereby agree as follows:

1. The Trust Agreement is hereby amended to add to Exhibit A to the Trust Agreement the railroad tank cars described in Annex A hereto, and such railroad tank cars shall be subject to the Trust Agreement.
2. The Long-Term Purchaser 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 Fourth Supplement have the same meaning herein as 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 by the First Supplement, the Second Supplement, the Third Supplement, and this Fourth 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



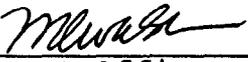
By David B. Bullett
Vice President

By Douglas E. Heigh
Assistant Investment Officer

MERCANTILE NATIONAL BANK AT
DALLAS, TRUSTEE

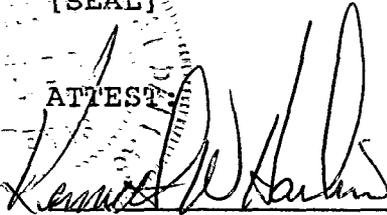
ATTEST:



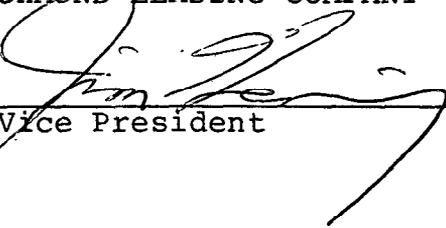
By 
_____ Trust Officer

[SEAL]

ATTEST:



RICHMOND LEASING COMPANY

By 
_____ Vice President

[SEAL]

THE STATE OF TEXAS
COUNTY OF DALLAS

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§
§

On this 21st day of February, 1980, before me personally appeared Michael L. Walsh, to me personally known, who being by me duly sworn, says that he is an Asst. VP & Tr. Officer 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 21st day of February, 1980.

[SEAL]

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

THE STATE OF TEXAS
COUNTY OF HARRIS

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§

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 21 day of February, 1980.

[SEAL]

Karen D. Pickett
KAREN D. PICKETT
Notary Public in and for Harris County, Texas
My Commission expires June, 28 1981
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

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 DAVID B BULLETT + DOUGLAS S. HAIGHT of TEACHERS ANNUITY AND INSURANCE ASSOCIATION OF AMERICA, known to me to be the persons and officers whose names ^{are} subscribed to the foregoing instrument, and acknowledged to me that the same was the act of TEACHERS ANNUITY AND INSURANCE ASSOCIATION OF AMERICA, a corporation, and that ~~they~~ 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 21st day of February, 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

ANNEX A ^(add)

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed & Car No.</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
9	DOT105A300W	34,000	RTMX 4890 thru 4898	120 Mos.	Feb. 1980	\$6,561