WILMER, CUTLER & PICKERING
2445 M STREET, N. W.
WASHINGTON, D. C. 20037-1420

INTERNATIONAL TELEX: 440 239 WCPI UI
TELEX: 89-2402 WICRING WSH
TELEPHONE 202 663-6000

EUROPEAN OFFICE
4 CARLTON GARDENS
PALL MALL
LONDON, SW1Y 5AA, ENGLAND
TELEPHONE 011-441-839-4466
TELEX: 8813918 WCPLDN
TELEFAX: 839-3537
CABLE ADDRESS: WICRING LONDON

ALLEN H. HARRISON, JR.
DIRECT LINE (202)
663-6093

RECORDATION NO. 7011-V Filed 1425

FEB 9 1988 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

No. 8-040A071
Date FEB 3 1988
Fee $ 13.00
ICC Washington, D.C.

February 9, 1988

Dear Ms. McGee:

$13.00 filing fee

On behalf of and as attorney for General Electric Railcar Services Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two enclosed executed counterparts of a secondary document, not previously recorded, entitled Certificate of Sale of Purchased Assets dated as of January 6, 1988 (Certificate). The aforesaid Certificate relates to that certain Equipment Trust Agreement, Series 5, dated as of April 1, 1973, recorded May 1, 1973 with the Interstate Commerce Commission under Recordation No. 7011, and should be filed under the next available letter designation under Recordation No. 7011.

This one is under 7011 but I do not know the next letter.

The parties to the enclosed Certificate are:

General Electric Railcar Services Corporation - Purchaser
33 West Monroe Street
Chicago, Illinois 60603

Richmond Tank Car Company - Seller
1700 West Loop South
Houston, Texas 77027

Richmond Leasing Company - Seller
1700 West Loop South
Houston, Texas 77027

FEB 9 2 37 PM '88
MOTOR CARRIER UNIT

The said Certificate acts as a complete and full release of all interests of the Trustee, and all interests of any other party in, to and under the said Equipment Trust Agreement and in and to any and all units of rolling stock as covered thereby, in accordance with the provisions in the Orders of the bankruptcy court (filed as a part of the Certificate) authorizing the sale of the said units free and clear of liens, such sale having been made to General Electric Railcar Services Corporation in accordance with the bankruptcy court Orders.

Counterpart - Keenan Horton

The equipment covered by the Certificate includes, among other equipment, all the equipment covered by the aforesaid Equipment Trust Agreement, Series 5, as it may have been amended or supplemented.

A short summary of the Certificate to appear in the ICC Index is as follows:

"Complete release."

Enclosed is a check in the amount of thirteen dollars ($13) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Certificate not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for General Electric
Railcar Services Corporation
for the purpose of this filing

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/iw

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Allen H. Harrison
2445 M. Street N.W.
Washington, D.C. 20037

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 2/9/88 at 2:40PM, and assigned recordation number(s). 6334-F, 7011-V & 6732-I

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

7011

RECORDATION NO. 7011-V FILED 1425

FEB 9 1988 -2 20 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE OF SALE OF PURCHASED ASSETS

Richmond Tank Car Company, a Delaware corporation ("RTC"), Richmond Leasing Company, a Delaware corporation ("RLC"), individually and as debtors in possession (collectively, the "Sellers") and General Electric Railcar Services Corporation, a Delaware corporation ("GERSCO"), parties to that certain Asset Purchase Agreement, dated October 7, 1987 by and among GERSCO and the Sellers, as amended by that certain Amendment to Asset Purchase Agreement (the "Asset Purchase Agreement") dated November 12, 1987 by and among GERSCO and the Sellers, hereby certify as follows:

1. Pursuant to a Letter Agreement dated April 16, 1987 between the Sellers and Union Tank Car Company ("Union"), as amended, the Sellers agreed to sell certain railcars and other assets to Union for Seventeen Million and No/100 Dollars ($17,000,000.00). The Letter Agreement was expressly subject to (i) approval of the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court") and (ii) higher and better offers.

2. Pursuant to (i) the Order approving Richmond Tank Car Company's Expedited Motion for Authority to Sell Railcars and Request for Hearing thereof entered October 29, 1987 (the "RTC Order"), and (ii) the Order approving Richmond Leasing Company's Expedited Motion for Authority to Sell Substantially All of its Assets Free and Clear of Liens With Liens Attaching to Proceeds Including Assignment of Certain Unexpired Leases and Executory Contracts entered September 9, 1987 (the "RLC Order" and together with the RTC Order, the "Original Orders"), the Bankruptcy Court, authorized the Sellers to sell, among other things, the railcars described on Schedule 1 hereto, free and clear of all liens, encumbrances and claims, with such liens, if any, attaching to the proceeds. A certified copy of the RLC Order is attached hereto as Schedule 2.

3. After extensive solicitation of other offers and an auction conducted on September 10, 1987 pursuant to the authorization and direction of the Bankruptcy Court, the Sellers determined to sell the railcars described on Schedule 1 hereto and other assets to GERSCO, upon the terms and conditions set forth in the Asset Purchase Agreement.

4. On November 12, 1987, the Sellers and GERSCO executed an amendment to the Asset Purchase Agreement (the "First Amendment").

5. On December 18, 1987, the Sellers and GERSCO executed a Second Amendment to the Asset Purchase Agreement (the "Second Amendment").

6. Pursuant to (i) the Order Confirming Sale of Assets and Assignment of Executory Contracts and Unexpired Leases by Richmond Tank Car Company to General Electric Rail Car Services Corp. (the "Supplemental RTC Order") and (ii) the Order Confirming Sale of Assets and Assignment of Executory Contracts and Unexpired Leases by Richmond Leasing Company to General Electric Rail Car Services Corp. (the "Supplemental RLC Order" and together with the Supplemental RTC Order, the "Supplemental Orders"), the Bankruptcy Court approved the sale of assets to GERSCO on the terms set forth in the Asset Purchase Agreement, as amended by the First and Second Amendments. The certified copy of the Supplemental RLC Order is attached hereto as Schedule 3.

7. Certain of the railcars described on Schedule 1 hereto and owned by RLC had previously been included in Equipment Trust Agreements filed with the Interstate Commerce Commission under Recordation Nos. 6334, 6732 and 7011.

8. As authorized by the Original Orders and the Supplemental Orders, the sale of the railcars described on Schedule 1 hereto (which includes the railcars described in Paragraph 7 above) was closed on January 5, 1988 in accordance with the terms of the Asset Purchase Agreement, as amended by the First and Second Amendments.

IN WITNESS WHEREOF, the parties hereto have duly executed this Certificate as of the 6th day of January, 1988.

RICHMOND TANK CAR COMPANY

By: Lewis E. Ball

Name: Lewis E. Ball, II
Title: Vice President

RICHMOND LEASING COMPANY

By: _____
Name: Lewis E. Ball, II
Title: Vice President

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: _____
Name: WINSTON I. LOWE
Title: VICE PRESIDENT

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, a notary public, on this day personally appeared Lewis E. Ball, II, Vice President of RICHMOND TANK CAR COMPANY, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 6th day of January, 1988.

_____
Notary Public in and for
The State of T E X A S

Juanita D. Wofford
(Printed Name of Notary)

My Commission Expires:
5-31-89

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, a notary public, on this day personally appeared Lewis E. Ball, II, Vice President of RICHMOND LEASING COMPANY, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 6th day of January, 1988.

Juanita D. Wofford
Notary Public in and for
The State of T E X A S

My Commission Expires:
5-31-89

Juanita D. Wofford
(Printed Name of Notary)

THE STATE OF ILLINOIS §
§
COUNTY OF COOK §

BEFORE ME, a notary public, on this day personally appeared WINSTON I. LOWE, VICE PRESIDENT of GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 6 day of JANUARY, 1988.

Doris M. Helebrandt
Notary Public in and for the
County of COOK,
The State of ILLINOIS

My Commission Expires:
MAY 13, 1990

DORIS M. HELEBRANDT
(Printed Name of Notary)

RLC046019
DLC/*RLL
1/5/88

SCHEDULE 1

REPORT NO: L54092
RUN DATE: 10/01/87

RICHMOND LEASING COMPANY
DETAIL FLEET IN SERVICE
AS OF 10/01/87
EQUIPMENT TRUST CERTIFICATE NUMBER: 011

CAR NUMBERS	DATE OF LEASE	EXPIRE DATE	REMAIN TERM MOS	NEW LEASE DATE	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	ANNUAL RENTAL	MINIMUM FUTURE RENTAL	DATE BUILT	DISP
LESSEE: 051 ARCO CHEMICAL COMPANY					RIDER 002 GALLON CAPACITY: 23,500			TYPE: 111A100W1			
RTMX003150	03/05/83	12/23/92	62	00/00/00	37,376.70	9,266.53	28,110.17	4,332.84	22,386.34	11/77	I
RTMX003151	03/05/83	12/30/92	62	00/00/00	36,274.00	8,992.83	27,281.17	4,133.40	21,355.90	11/77	I
RTMX003152	03/05/83	12/21/92	62	00/00/00	36,274.00	8,992.83	27,281.17	4,133.40	21,355.90	11/77	I
RTMX003153	03/05/83	12/21/92	62	00/00/00	36,274.00	8,992.83	27,281.17	4,133.40	21,355.90	11/77	I
RTMX003154	03/05/83	12/30/92	62	00/00/00	37,376.70	9,266.53	28,110.17	4,332.84	22,386.34	11/77	I
RTMX003155	03/05/83	12/30/92	62	00/00/00	37,239.93	9,232.02	28,007.91	4,332.84	22,386.34	11/77	I
RTMX003156	03/05/83	01/09/93	62	00/00/00	36,045.54	9,057.68	27,787.86	4,133.40	21,355.90	12/77	I
RTMX003157	03/05/83	01/16/93	63	00/00/00	36,274.00	8,917.26	27,356.74	4,133.40	21,700.35	12/77	I
RTMX003158	03/05/83	01/09/93	62	00/00/00	37,376.70	9,188.66	28,188.04	4,332.84	22,386.34	12/77	I
RTMX003159	03/05/83	01/06/93	62	00/00/00	36,274.00	8,917.26	27,356.74	4,133.40	21,355.90	12/77	I
RTMX003160	03/05/83	01/11/93	62	00/00/00	37,376.70	9,188.66	28,188.04	4,332.84	22,386.34	12/77	I
RTMX003161	03/05/83	01/09/93	62	00/00/00	37,302.68	9,169.78	28,132.90	4,332.84	22,386.34	12/77	I
RTMX003162	03/05/83	01/11/93	62	00/00/00	37,376.70	9,188.66	28,188.04	4,332.84	22,386.34	12/77	I
RTMX003163	03/05/83	01/18/93	63	00/00/00	36,885.76	9,068.30	27,817.46	4,232.12	22,223.88	12/77	I
RTMX003164	03/05/83	01/23/93	63	00/00/00	37,439.71	9,204.00	28,235.71	4,133.40	21,700.35	12/77	I
RTMX003165	03/05/83	01/23/93	63	00/00/00	37,376.70	9,188.66	28,188.04	4,332.84	22,747.41	12/77	I
RTMX003166	03/05/83	01/16/93	63	00/00/00	36,274.00	8,917.26	27,356.74	4,133.40	21,700.35	12/77	I
RTMX003167	03/05/83	01/27/93	63	00/00/00	37,376.70	9,188.66	28,188.04	4,332.84	22,747.41	12/77	I
RTMX003168	03/05/83	02/06/93	63	00/00/00	37,376.70	9,188.66	28,188.04	4,332.84	22,747.41	12/77	I
RTMX003169	03/05/83	01/27/93	63	00/00/00	36,274.00	8,917.26	27,356.74	4,133.40	21,700.35	12/77	I
RTMX003170	03/05/83	01/30/93	63	00/00/00	36,274.00	8,917.26	27,356.74	4,133.40	21,700.35	12/77	I
RTMX003171	03/05/83	02/06/93	63	00/00/00	36,274.00	8,917.26	27,356.74	4,133.40	21,700.35	12/77	I
RTMX003172	03/05/83	01/30/93	63	00/00/00	37,376.70	9,188.66	28,188.04	4,332.84	22,747.41	12/77	I
RTMX003173	03/05/83	02/08/93	63	00/00/00	37,376.70	9,188.66	28,188.04	4,332.84	22,747.41	12/77	I
RTMX003174	03/05/83	02/03/93	63	00/00/00	37,440.46	9,204.00	28,236.46	4,332.84	22,747.41	12/77	I
RTMX003175	03/05/83	02/03/93	63	00/00/00	37,571.42	10,096.83	27,474.59	4,332.84	22,747.41	01/77	I
RTMX003176	03/05/83	05/31/93	67	00/00/00	37,376.70	10,045.23	27,331.47	4,332.84	24,191.69	01/77	I
RTMX003177	03/05/83	02/13/93	63	00/00/00	36,274.00	9,748.53	26,525.47	4,133.40	21,700.35	01/77	I
RTMX003178	03/05/83	02/08/93	63	00/00/00	36,274.00	9,748.53	26,525.47	4,133.40	21,700.35	01/77	I
RTMX003179	03/05/83	02/13/93	63	00/00/00	37,432.50	10,059.42	27,373.08	4,332.84	22,747.41	01/77	I
RTMX003180	03/05/83	04/06/93	65	00/00/00	36,805.05	9,891.72	26,913.33	4,133.40	22,389.25	01/77	I
RTMX003181	03/05/83	04/06/93	65	00/00/00	36,274.00	9,748.53	26,525.47	4,133.40	22,389.25	01/77	I
RTMX003182	03/05/83	03/31/93	65	00/00/00	37,376.70	10,045.23	27,331.47	4,332.84	23,469.55	01/77	I
RTMX003183	03/05/83	03/29/93	65	00/00/00	36,274.00	9,748.53	26,525.47	4,133.40	22,389.25	01/77	I
RTMX003184	03/05/83	04/19/93	66	00/00/00	36,844.54	9,902.04	26,942.50	4,233.12	23,282.16	01/77	I
RTMX003185	03/05/83	05/10/93	66	00/00/00	37,376.70	10,045.23	27,331.47	4,332.84	23,830.62	01/77	I
RTMX003186	03/05/83	05/01/93	66	00/00/00	36,833.75	9,899.46	26,934.29	4,332.84	23,830.62	01/77	I
RTMX003187	03/05/83	04/05/93	65	00/00/00	37,376.70	10,045.23	27,331.47	4,133.40	22,389.25	01/77	I
RTMX003188	03/05/83	04/21/93	66	00/00/00	37,376.70	10,045.23	27,331.47	4,332.84	23,830.62	01/77	I
RTMX003189	03/05/83	03/31/93	65	00/00/00	36,274.00	9,748.53	26,525.47	4,133.40	22,389.25	01/77	I
RTMX003190	03/05/83	06/22/93	68	00/00/00	36,274.00	9,748.53	26,525.47	4,133.40	23,422.60	01/77	I
RTMX003191	03/05/83	06/02/93	67	00/00/00	37,376.70	10,045.23	27,331.47	4,332.84	24,191.69	01/77	I
RTMX003192	03/05/83	06/14/93	67	00/00/00	37,376.70	9,967.36	27,409.34	4,332.84	24,191.69	02/77	I
RTMX003193	03/05/83	06/02/93	67	00/00/00	37,376.70	9,967.36	27,409.34	4,332.84	24,191.69	02/77	I
RTMX003194	03/05/83	05/24/93	67	00/00/00	37,376.70	9,967.36	27,409.34	4,332.84	24,191.69	02/77	I
RTMX003195	03/05/83	05/31/93	67	00/00/00	37,376.70	9,967.36	27,409.34	4,332.84	24,191.69	02/77	I
RTMX003196	03/05/83	05/24/93	67	00/00/00	37,376.70	9,967.36	27,409.34	4,133.40	23,078.15	02/77	I
RTMX003197	03/05/83	04/26/93	66	00/00/00	37,376.70	9,967.36	27,409.34	4,332.84	23,830.62	02/77	I
RTMX003198	03/05/83	06/02/93	67	00/00/00	37,376.70	9,967.36	27,409.34	4,332.84	24,191.69	02/77	I
RTMX003199	05/05/83	05/10/93	66	00/00/00	37,376.70	9,967.36	27,409.34	4,332.84	23,830.62	02/77	I
50 CARS	03/05/83	03/05/93	64 MOS.		1,849,792.14	475,811.08	1,373,981.06	212,453.76	1,134,983.48		
LESSEE: 052 TERRA CHEMICALS INT'L INC					RIDER 003 GALLON CAPACITY: 34,000			TYPE: 105A300W			
RTMX003900	06/24/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003902	08/29/81	02/28/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,915.84	9,221.12	07/77	I
RTMX003903	07/28/77	02/28/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,915.84	9,221.12	07/77	I
RTMX003904	07/15/81	02/28/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,915.84	9,221.12	07/77	I
RTMX003905	07/13/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003906	02/28/77	02/28/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,915.84	9,221.12	07/77	I
RTMX003907	07/07/81	02/28/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,915.84	9,221.12	07/77	I

REPORT NO: LS1003
RUN DATE: 10/01/87

RICHMOND LEASING COMPANY
DETAIL-FLEET IN-SERVICE
AS OF 10/01/87
EQUIPMENT TRUST CERTIFICATE NUMBER: 011

CAR NUMBER	DATE OF LEASE	EXPIRE DATE	REMAIN TERM MOS	NEW LEASE DATE	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	ANNUAL RENTAL	MINIMUM FUTURE RENTAL	DATE BUILT	DISP
RTMX003906	07/17/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003912	02/28/77	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003913	02/28/77	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003915	02/28/77	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003916	06/23/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003919	10/10/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003921	09/21/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003922	07/15/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
15 CARS	02/07/90	02/28/89	16 MOS.		722,035.69	184,013.80	538,021.85	103,737.60	138,316.80		
LESSEE: 052 TELLA CHEMICALS INT'L INC					RIDER 003 GALLON CAPACITY: 34,000			TYPE: 105J300W			
RTMX003901	03/15/81	02/28/89	16	00/00/00	57,820.10	14,816.58	43,003.61	6,915.84	9,221.12	07/77	I
RTMX003917	08/28/81	02/28/89	16	00/00/00	61,057.69	15,518.40	45,539.29	6,915.84	9,221.12	08/77	I
2 CARS	08/21/81	02/28/89	16 MOS.		118,877.08	30,334.98	88,542.90	13,831.68	18,442.24		
LESSEE: 052 TERRA CHEMICALS INT'L INC					RIDER 003 GALLON CAPACITY: 34,000			TYPE: 105S300W			
RTMX003199	03/28/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003900	07/13/81	02/28/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,915.84	9,221.12	07/77	I
RTMX003908	03/07/81	02/28/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,915.84	9,221.12	07/77	I
RTMX003910	09/29/81	02/28/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,915.84	9,221.12	07/77	I
RTMX003911	08/15/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003914	02/28/77	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003919	06/19/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003920	08/26/81	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
RTMX003923	02/28/77	02/28/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,915.84	9,221.12	08/77	I
9 CARS	03/15/80	02/28/89	16 MOS.		433,221.39	110,408.28	322,813.11	62,242.56	82,990.08		
LESSEE: 070 W R GRACE & COMPANY					RIDER 001 GALLON CAPACITY: 34,000			TYPE: 105A300W			
RTMX003736	08/28/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003737	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003738	09/17/81	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003740	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003741	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003743	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003744	10/23/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003745	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003746	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003749	10/13/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003750	03/24/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003752	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003753	09/28/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003754	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003759	10/07/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003760	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003761	09/02/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003762	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003763	05/02/77	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003766	10/09/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003767	08/26/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003769	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003770	10/12/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003773	10/29/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003774	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003775	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I

REPORT NO: LS4002
RUN DATE: 10/01/87

RICHMOND LEASING COMPANY
DETAIL FLEET IN SERVICE
AS OF 10/01/87
EQUIPMENT TRUST CERTIFICATE NUMBER: 011

CAR NUMBER	DATE OF LEASE	EXPIRE DATE	REMAIN TERM MOS	NEW LEASE DATE	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	ANNUAL RENTAL	MINIMUM FUTURE RENTAL	DATE BUILT	DISP
RTMX003776	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003777	11/24/81	03/02/89	16	00/00/00	56,979.69	14,601.33	42,378.36	6,795.84	9,061.12	07/77	I
RTMX003778	03/02/77	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003779	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003780	10/15/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003781	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003782	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003783	05/14/81	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003784	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003785	10/01/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003787	03/02/77	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003788	03/02/77	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003789	08/17/81	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003793	09/28/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003794	03/01/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003796	06/29/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003797	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003798	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003799	06/29/81	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
45 CARS	03/11/79	03/02/89	16 MOS.		2,174,950.93	556,514.45	1,618,436.48	305,812.00	407,750.40		

LESSEE: 070 W R GRACE & COMPANY — RIDER 001 GALLON CAPACITY: 34,000 — TYPE: 105S300W

RTMX003735	11/17/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003739	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003742	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003746	09/02/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003747	10/06/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003751	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003755	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003756	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003757	10/26/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003759	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003764	03/02/77	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003765	03/02/77	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003768	03/02/77	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003771	09/19/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003772	03/02/77	03/02/89	16	00/00/00	48,135.71	12,234.16	35,901.55	6,795.84	9,061.12	08/77	I
RTMX003786	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003790	03/02/77	03/02/89	16	00/00/00	46,970.00	12,035.55	34,934.45	6,795.84	9,061.12	07/77	I
RTMX003791	03/02/77	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003793	10/16/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
RTMX003795	09/02/81	03/02/89	16	00/00/00	48,135.71	12,334.44	35,801.27	6,795.84	9,061.12	07/77	I
20 CARS	10/08/78	03/02/89	16 MOS.		961,548.49	245,988.79	715,559.70	135,916.80	181,222.40		

LESSEE: 076 BP CHEMICALS AMERICAS INC. — RIDER 001 GALLON CAPACITY: 34,000 — TYPE: 105J300W

RTMX004558	01/13/87	05/02/89	18	00/00/00	62,575.65	16,426.62	46,149.03	6,780.00	10,170.00	04/77	I
1 CARS	01/13/87	05/02/89	18 MOS.		62,575.65	16,426.62	46,149.03	6,780.00	10,170.00		

LESSEE: 105 STANDARD OIL CHEMICAL CO. — RIDER 007 GALLON CAPACITY: 34,000 — TYPE: 105A300W

RTMX003949	12/30/86	12/30/87	2	00/00/00	49,665.71	12,416.40	37,249.31	4,200.00	700.00	10/77	I
RTMX002966	12/30/86	12/30/87	2	00/00/00	49,665.71	12,623.34	37,042.37	4,200.00	700.00	08/77	I
2 CARS	12/30/86	12/30/87	2 MOS.		99,331.42	25,039.74	74,291.68	8,400.00	1,400.00		

REPORT NO: L54002
RUN DATE: 10/01/87

RICHMOND LEASING COMPANY
DETAIL FLEET IN SERVICE
AS OF 10/01/87
EQUIPMENT TRUST CERTIFICATE NUMBER: 011

CAR NUMBER	DATE OF LEASE	EXPIRE DATE	REMAIN TERM MOS	NEW LEASE DATE	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	ANNUAL RENTAL	MINIMUM FUTURE RENTAL	DATE BUILT	DISP
LESSEE: 105 STANDARD OIL CHEMICAL CO.					RIDER 007 GALLON CAPACITY: 34,000			TYPE: 105S300W			
RTMX003961	01/15/87	01/15/88	2	00/00/00	49,665.71	12,416.40	37,249.31	4,200.00	700.00	10/77	I
1 CARS	01/15/87	01/15/88	2 MOS.		49,665.71	12,416.40	37,249.31	4,200.00	700.00		
LESSEE: 151 APEX OIL					RIDER 001 GALLON CAPACITY: 34,000			TYPE: 105J300W			
RTMX004550	-	-	0	00/00/00	51,711.97	13,681.71	38,030.26	.00	.00	03/77	I
1 CARS			0 MOS.		51,711.97	13,681.71	38,030.26	.00	.00		
LESSEE: 156 EXXON CHEMICAL AMERICAS					RIDER 049 GALLON CAPACITY: 34,000			TYPE: 105A300W			
RTMX004544	03/01/87	03/01/88	4	00/00/00	50,310.71	13,310.87	36,999.84	5,700.00	1,900.00	03/77	I
1 CARS	03/01/87	03/01/88	4 MOS.		50,310.71	13,310.87	36,999.84	5,700.00	1,900.00		
LESSEE: 156 EXXON CHEMICAL AMERICAS					RIDER 056 GALLON CAPACITY: 34,000			TYPE: 105A300W			
RTMX004646	08/08/86	12/31/99	0	00/00/00	50,767.71	11,846.24	38,921.47	4,800.00	.00	06/78	I
RTMX004651	05/08/86	12/31/99	0	00/00/00	50,767.71	11,846.24	38,921.47	4,800.00	.00	06/78	I
2 CARS	03/01/86		0 MOS.		101,535.42	23,692.48	77,842.94	9,600.00	.00		
LESSEE: 156 EXXON CHEMICAL AMERICAS					RIDER 075 GALLON CAPACITY: 34,000			TYPE: 105A300W			
RTMX003963	03/01/87	12/31/99	0	00/00/00	49,665.71	12,416.40	37,249.31	5,700.00	.00	10/77	I
RTMX004623	03/01/87	12/31/99	0	00/00/00	50,767.71	11,952.01	38,815.70	5,700.00	.00	05/78	I
RTMX004627	03/01/87	12/31/99	0	00/00/00	50,767.71	11,952.01	38,815.70	5,700.00	.00	05/78	I
RTMX004629	03/01/87	12/31/99	0	00/00/00	50,767.71	11,952.01	38,815.70	5,700.00	.00	05/78	I
4 CARS	03/01/87		0 MOS.		201,968.84	48,272.43	153,696.41	22,800.00	.00		
LESSEE: 166 CAROLINA NITROGEN					RIDER MA1 GALLON CAPACITY: 34,000			TYPE: 103A300W			
RTMX003925	-	-	0	00/00/00	49,233.71	12,513.54	36,720.17	.00	.00	08/77	I
RTMX003973	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	09/77	I
RTMX003951	-	-	0	00/00/00	58,685.14	14,793.46	43,891.68	.00	.00	09/77	I
3 CARS			0 MOS.		157,584.56	39,930.34	117,654.22	.00	.00		
LESSEE: 166 CAROLINA NITROGEN					RIDER MA1 GALLON CAPACITY: 34,000			TYPE: 105J300W			
RTMX003948	-	-	0	00/00/00	56,785.95	14,432.60	42,353.35	.00	.00	09/77	I
1 CARS			0 MOS.		56,785.95	14,432.60	42,353.35	.00	.00		

REPORT NO: LS4002
RUN DATE: 10/01/87

RICHMOND LEASING COMPANY
DETAIL FLEET IN SERVICE
AS OF 10/01/87
EQUIPMENT TRUST CERTIFICATE NUMBER: 011

CAR NUMBER	DATE OF LEASE	EXPIRE DATE	REMAIN TERM MOS	NEW LEASE DATE	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	ANNUAL RENTAL	MINIMUM FUTURE RENTAL	DATE BUILT	DISP
LESSEE: 196 CAROLINA NITROGEN					RIDER MA1 GALLON CAPACITY: 34,000		TYPE: 105S300W				
RTMX003964	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX004625	-	-	0	00/00/00	50,767.71	11,952.01	38,815.70	.00	.00	05/78	I
2 CARS			0 MOS.		100,433.42	24,368.41	76,065.01	.00	.00		
LESSEE: 196 CAROLINA NITROGEN					RIDER 001 GALLON CAPACITY: 34,000		TYPE: 105A300W				
RTMX003927	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
1 CARS			0 MOS.		49,665.71	12,623.34	37,042.37	.00	.00		
LESSEE: 196 CAROLINA NITROGEN					RIDER 002 GALLON CAPACITY: 34,000		TYPE: 105A300W				
RTMX004640	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
1 CARS			0 MOS.		50,767.71	11,846.24	38,921.47	.00	.00		
LESSEE: 196 CAROLINA NITROGEN					RIDER 002 GALLON CAPACITY: 34,000		TYPE: 105S300W				
RTMX003941	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
1 CARS			0 MOS.		49,665.71	12,623.34	37,042.37	.00	.00		
LESSEE: 211 ROLLINS ENVIRONMENTAL					RIDER 006 GALLON CAPACITY: 34,000		TYPE: 105A300W				
RTMX004649	03/20/86	12/31/99	0	00/00/00	50,767.71	11,846.24	38,921.47	4,500.00	.00	06/78	I
1 CARS 03/20/86			0 MOS.		50,767.71	11,846.24	38,921.47	4,500.00	.00		
LESSEE: 227 TEXASGULF CHEMICALS CO					RIDER MA1 GALLON CAPACITY: 34,000		TYPE: 105A300W				
RTMX004519	-	-	0	00/00/00	49,471.71	12,265.33	37,206.38	.00	.00	11/77	I
1 CARS			0 MOS.		49,471.71	12,265.33	37,206.38	.00	.00		
LESSEE: 227 TEXASGULF CHEMICALS CO					RIDER 002 GALLON CAPACITY: 34,000		TYPE: 105A300W				
RTMX004546	12/11/84	12/31/99	0	00/00/00	50,310.71	13,310.87	36,999.84	4,200.00	.00	03/77	I
1 CARS 12/11/84			0 MOS.		50,310.71	13,310.87	36,999.84	4,200.00	.00		
LESSEE: 227 TEXASGULF CHEMICALS CO					RIDER 003 GALLON CAPACITY: 34,000		TYPE: 105A300W				
RTMX003529	01/25/85	12/31/99	0	00/00/00	49,665.71	12,623.34	37,042.37	4,200.00	.00	08/77	I

REPORT NO: LS4002
RUN DATE: 10/01/87

RICHMOND LEASING COMPANY
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EQUIPMENT TRUST CERTIFICATE NUMBER: 011

CAR NUMBER	DATE OF LEASE	EXPIRE DATE	REMAIN TERM MOS	NEW LEASE DATE	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	ANNUAL RENTAL	MINIMUM FUTURE RENTAL	DATE BUILT	DISP
RTMX003954	01/19/85	12/31/99	0	00/00/00	49,665.71	12,312.93	37,352.78	4,200.00	.00	11/77	I
RTMX003972	01/26/85	12/31/99	0	00/00/00	49,665.71	12,312.93	37,352.78	4,200.00	.00	11/77	I
RTMX004516	02/06/85	12/31/99	0	00/00/00	49,471.71	12,265.33	37,206.38	4,200.00	.00	11/77	I
4 CARS	01/27/85		0 MOS.		198,468.84	49,514.53	148,954.31	16,800.00	.00		
LESSEE: 271 GENERAL ELECTRIC CREDIT					RIDER 007 GALLON CAPACITY:	34,000		TYPE: 105A300W			
RTMX003971	02/15/87	12/31/99	0	00/00/00	49,665.71	12,312.93	37,352.78	4,200.00	.00	11/77	I
RTMX004626	02/15/87	12/31/99	0	00/00/00	50,767.71	11,952.01	38,815.70	4,200.00	.00	05/78	I
RTMX004642	02/15/87	12/31/99	0	00/00/00	50,767.71	11,846.24	38,921.47	4,200.00	.00	06/78	I
3 CARS	02/15/87		0 MOS.		151,201.13	36,111.18	115,089.95	12,600.00	.00		
LESSEE: 271 GENERAL ELECTRIC CREDIT					RIDER 007 GALLON CAPACITY:	34,000		TYPE: 105S300W			
RTMX004650	02/15/87	12/31/99	0	00/00/00	50,767.71	11,846.24	38,921.47	4,200.00	.00	06/78	I
1 CARS	02/15/87		0 MOS.		50,767.71	11,846.24	38,921.47	4,200.00	.00		
LESSEE: 297 CEPEX, INC.					RIDER 001 GALLON CAPACITY:	34,000		TYPE: 105A300W			
RTMX003870	05/11/86	09/11/88	10	00/00/00	49,665.71	12,416.40	37,249.31	3,900.00	3,250.00	10/77	I
RTMX003975	11/03/86	11/03/88	12	00/00/00	49,665.71	12,312.93	37,352.78	3,900.00	3,900.00	11/77	I
RTMX004520	10/23/86	10/12/88	11	00/00/00	49,471.71	12,162.26	37,309.45	3,900.00	3,575.00	12/77	I
RTMX004523	11/20/86	11/20/87	1	00/00/00	49,471.71	13,296.03	36,175.68	3,900.00	325.00	01/77	I
RTMX004525	12/03/86	12/03/87	1	00/00/00	49,471.71	13,296.03	36,175.68	3,900.00	325.00	01/77	I
RTMX004562	01/20/87	09/04/88	10	00/00/00	51,394.71	13,490.82	37,903.89	3,900.00	3,250.00	04/77	I
RTMX004621	01/30/87	09/12/88	10	00/00/00	50,767.71	11,952.01	38,815.70	3,900.00	3,250.00	05/78	I
RTMX004622	09/10/86	09/10/88	10	00/00/00	50,767.71	11,952.01	38,815.70	3,900.00	3,250.00	05/78	I
8 CARS	11/17/86	07/11/88	8 MOS.		400,676.68	100,878.49	299,798.19	31,200.00	21,125.00		
LESSEE: 287 CEPEX, INC.					RIDER 001 GALLON CAPACITY:	34,000		TYPE: 105S300W			
RTMX003934	10/30/86	10/30/88	12	00/00/00	49,665.71	12,623.34	37,042.37	3,900.00	3,900.00	08/77	I
RTMX003937	11/03/86	11/03/88	12	00/00/00	49,665.71	12,623.34	37,042.37	3,900.00	3,900.00	08/77	I
RTMX004517	11/10/86	11/10/87	1	00/00/00	49,471.71	12,265.33	37,206.38	3,900.00	325.00	11/77	I
RTMX004524	11/17/86	11/18/87	1	00/00/00	49,471.71	13,296.03	36,175.68	3,900.00	325.00	01/77	I
RTMX004547	02/20/87	09/05/88	10	00/00/00	50,310.71	13,310.87	36,999.84	3,900.00	3,250.00	03/77	I
5 CARS	11/30/86	06/04/88	7 MOS.		248,585.55	64,118.91	184,466.64	19,500.00	11,700.00		
LESSEE: 287 CEPEX, INC.					RIDER 002 GALLON CAPACITY:	34,000		TYPE: 105A300W			
RTMX003969	08/10/87	03/10/89	21	00/00/00	49,665.71	12,623.34	37,042.37	4,020.00	7,035.00	08/77	I
RTMX004529	07/24/87	07/24/89	21	00/00/00	50,310.71	13,310.87	36,999.84	4,020.00	7,035.00	03/77	I
2 CARS	08/01/87	08/02/89	21 MOS.		99,976.42	25,934.21	74,042.21	8,040.00	14,070.00		
LESSEE: 287 CEPEX, INC.					RIDER 002 GALLON CAPACITY:	34,000		TYPE: 105S300W			

REPORT NO: LS4002
RUN DATE: 10/01/87

RICHMOND LEASING COMPANY
DETAIL FLEET IN SERVICE
AS OF 10/01/87
EQUIPMENT TRUST CERTIFICATE NUMBER: 011

CAR NUMBER	DATE OF LEASE	EXPIRE DATE	REMAIN TERM MOS	NEW LEASE DATE	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	ANNUAL RENTAL	MINIMUM FUTURE RENTAL	DATE BUILT	DISP
RTMX003926	07/24/87	07/24/89	21	00/00/00	49,665.71	12,623.34	37,042.37	4,020.00	7,035.00	08/77	I
RTMX003933	07/17/87	07/17/89	21	00/00/00	49,665.71	12,623.34	37,042.37	4,020.00	7,035.00	08/77	I
RTMX003934	07/22/87	07/22/89	21	00/00/00	49,665.71	12,623.34	37,042.37	4,020.00	7,035.00	08/77	I
RTMX003949	09/01/87	09/01/89	22	00/00/00	49,665.71	12,623.34	37,042.37	4,020.00	7,370.00	08/77	I
RTMX003974	08/17/87	08/17/89	22	00/00/00	49,665.71	12,312.93	37,352.78	4,020.00	7,370.00	11/77	I
RTMX004521	07/17/87	07/17/89	21	00/00/00	49,471.71	12,162.26	37,309.45	4,020.00	7,035.00	12/77	I
RTMX004526	08/05/87	08/05/89	21	00/00/00	49,471.71	13,296.03	36,175.68	4,020.00	7,035.00	01/77	I
RTMX004534	07/25/87	07/25/89	21	00/00/00	50,310.71	13,310.87	36,999.84	4,020.00	7,035.00	03/77	I
RTMX004535	09/25/87	09/25/89	22	00/00/00	50,310.71	13,310.87	36,999.84	4,020.00	7,370.00	03/77	I
RTMX004529	09/05/87	09/05/89	21	00/00/00	50,310.71	13,310.87	36,999.84	4,020.00	7,035.00	03/77	I
RTMX004557	08/05/87	08/05/89	21	00/00/00	50,310.71	13,206.06	37,104.65	4,020.00	7,035.00	04/77	I
RTMX004561	08/17/87	08/17/89	22	00/00/00	50,310.71	13,206.06	37,104.65	4,020.00	7,370.00	04/77	I
RTMX004614	07/20/87	07/20/89	21	00/00/00	50,767.71	12,057.78	38,709.93	4,020.00	7,035.00	04/78	I
RTMX004617	09/02/87	09/02/89	22	00/00/00	50,767.71	11,952.01	38,815.70	4,020.00	7,370.00	05/78	I
RTMX004637	07/24/87	07/24/89	21	00/00/00	49,602.00	11,574.08	38,027.92	4,020.00	7,035.00	06/78	I
RTMX004647	08/10/87	08/10/89	21	00/00/00	50,767.71	11,846.24	38,921.47	4,020.00	7,035.00	06/78	I
16 CARS	08/06/87	08/06/89	21 MOS.		800,730.65	202,039.42	598,691.23	64,320.00	114,235.00		

LESSEE: 299 NELSON RAILCAR-STORAGE RIDER NET GALLON CAPACITY: 34,000 TYPE: 105A300W

RTMX003923	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003930	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003936	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003933	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003945	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003947	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003952	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003953	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX003[illegible]	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX003977	-	-	0	00/00/00	48,933.71	12,437.90	36,495.81	.00	.00	08/77	I
RTMX003979	-	-	0	00/00/00	48,933.71	12,437.90	36,495.81	.00	.00	08/77	I
RTMX003981	-	-	0	00/00/00	48,933.71	12,437.90	36,495.81	.00	.00	08/77	I
RTMX003983	-	-	0	00/00/00	48,933.71	12,437.90	36,495.81	.00	.00	08/77	I
RTMX004527	-	-	0	00/00/00	50,310.71	13,520.49	36,790.22	.00	.00	01/77	I
RTMX004532	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004536	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX003[illegible]7	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004541	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004542	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004543	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004549	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004552	-	-	0	00/00/00	50,310.71	13,206.06	37,104.65	.00	.00	04/77	I
RTMX004553	-	-	0	00/00/00	50,310.71	13,206.06	37,104.65	.00	.00	04/77	I
RTMX004556	-	-	0	00/00/00	50,310.71	13,206.06	37,104.65	.00	.00	04/77	I
RTMX004559	-	-	0	00/00/00	50,310.71	13,206.06	37,104.65	.00	.00	04/77	I
RTMX004620	-	-	0	00/00/00	50,767.71	11,952.01	38,815.70	.00	.00	05/78	I
RTMX004630	-	-	0	00/00/00	49,602.00	11,677.42	37,924.58	.00	.00	05/78	I
RTMX004631	-	-	0	00/00/00	50,767.71	11,952.01	38,815.70	.00	.00	05/78	I
RTMX004632	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
RTMX004638	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
RTMX004639	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	05/78	I
RTMX004640	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
RTMX004645	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
33 CARS			0 MOS.		1,651,430.72	417,281.24	1,234,149.48	.00	.00		

LESSEE: 299 NELSON RAILCAR-STORAGE RIDER NET GALLON CAPACITY: 34,000 TYPE: 105S300W

RTMX003931	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003932	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003940	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003942	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I

REPORT NO: LS4002
RUN DATE: 10/01/87

RICHMOND LEASING COMPANY
DETAIL FLEET IN SERVICE
AS OF 10/01/87
EQUIPMENT TRUST CERTIFICATE NUMBER: 011

CAR NUMBER	DATE OF LEASE	EXPIRE DATE	REMAIN TERM MOS	NEW LEASE DATE	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	ANNUAL RENTAL	MINIMUM FUTURE RENTAL	DATE BUILT	DISP
RTMX003245	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003260	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003263	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX003267	-	-	0	00/00/00	49,665.71	12,519.87	37,145.84	.00	.00	09/77	I
RTMX003264	-	-	0	00/00/00	49,665.71	12,312.93	37,352.78	.00	.00	11/77	I
RTMX003269	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX003270	-	-	0	00/00/00	49,665.71	12,312.93	37,352.78	.00	.00	11/77	I
RTMX003276	-	-	0	00/00/00	48,933.71	12,437.90	36,495.81	.00	.00	08/77	I
RTMX003670	-	-	0	00/00/00	47,768.00	12,141.44	35,626.56	.00	.00	08/77	I
RTMX003980	-	-	0	00/00/00	48,933.71	12,437.90	36,495.81	.00	.00	08/77	I
RTMX003982	-	-	0	00/00/00	48,933.71	12,437.90	36,495.81	.00	.00	08/77	I
RTMX004516	-	-	0	00/00/00	49,471.71	12,265.33	37,206.38	.00	.00	11/77	I
RTMX004522	-	-	0	00/00/00	49,471.71	13,296.03	36,175.68	.00	.00	01/77	I
RTMX004529	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004530	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004531	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004533	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004539	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004540	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004543	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004545	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004551	-	-	0	00/00/00	50,310.71	13,310.87	36,999.84	.00	.00	03/77	I
RTMX004555	-	-	0	00/00/00	50,310.71	13,206.06	37,104.65	.00	.00	04/77	I
RTMX004560	-	-	0	00/00/00	50,310.71	13,206.06	37,104.65	.00	.00	04/77	I
RTMX004615	-	-	0	00/00/00	49,602.00	11,780.76	37,821.24	.00	.00	04/78	I
RTMX004618	-	-	0	00/00/00	49,602.00	11,677.42	37,924.58	.00	.00	05/78	I
RTMX004619	-	-	0	00/00/00	50,767.71	11,952.01	38,815.70	.00	.00	05/78	I
RTMX004624	-	-	0	00/00/00	50,767.71	11,952.01	38,815.70	.00	.00	05/78	I
RTMX004628	-	-	0	00/00/00	50,767.71	11,952.01	38,815.70	.00	.00	05/78	I
RTMX004633	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
RTMX004634	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
RTMX004635	-	-	0	00/00/00	49,602.00	11,574.08	39,027.92	.00	.00	06/78	I
RTMX004641	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
RTMX004643	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
RTMX004644	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	06/78	I
32 CARS			0 MOS.		1,948,200.85	489,064.51	1,459,135.34	.00	.00		
LESSEE: STORAGE					RIDER GALLON CAPACITY: 34,000 TYPE: 105A200W						
RTMX003224	-	-	0	00/00/00	49,233.71	12,513.54	36,720.17	.00	.00	08/77	I
RTMX003260	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX003265	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX003267	-	-	0	00/00/00	49,665.71	12,312.93	37,352.78	.00	.00	11/77	I
RTMX004636	-	-	0	00/00/00	50,767.71	11,846.24	38,921.47	.00	.00	05/78	I
5 CARS			0 MOS.		248,998.55	61,505.51	187,493.04	.00	.00		
LESSEE: STORAGE					RIDER GALLON CAPACITY: 34,000 TYPE: 105S300W						
RTMX003235	-	-	0	00/00/00	49,665.71	12,623.34	37,042.37	.00	.00	08/77	I
RTMX003255	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX003262	-	-	0	00/00/00	49,665.71	12,416.40	37,249.31	.00	.00	10/77	I
RTMX004515	-	-	0	00/00/00	49,471.71	12,265.33	37,206.38	.00	.00	11/77	I
RTMX004554	-	-	0	00/00/00	50,310.71	13,206.06	37,104.65	.00	.00	04/77	I
RTMX003616	-	-	0	00/00/00	50,767.71	12,057.78	38,709.93	.00	.00	04/78	I
6 CARS			0 MOS.		299,547.26	74,985.31	224,561.95	.00	.00		
287 CARS					13,591,563.75	3,442,437.89	10,149,125.86	56,835.20	2,139,005.40		

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S-GEDUNE 2

Clerk, U.S. District Court
Southern District of Texas
Bankruptcy Division
FILED

SEP 9 1987

Jesse E. Clark, Clerk
By Deputy:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE:	§	
	§	
RICHMOND LEASING COMPANY	§	CASE NO. 83-00294-H3-5
	§	(CHAPTER 11)
Debtor	§	

ORDER APPROVING RICHMOND LEASING COMPANY'S EXPEDITED MOTION FOR AUTHORITY TO SELL SUBSTANTIALLY ALL OF ITS ASSETS FREE AND CLEAR OF LIENS WITH LIENS ATTACHING TO PROCEEDS INCLUDING ASSIGNMENT OF CERTAIN UNEXPIRED LEASES AND EXECUTORY CONTRACTS

Came on for consideration Richmond Leasing Company's ("RLC") Expedited Motion for Authority to Sell Substantially All of Its Assets Free and Clear of Liens With Liens Attaching To Proceeds Including Assignment of Certain Unexpired Leases and Executory Contracts and Request for Hearing Thereon, and it

APPEARING that:

1. RLC filed its voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code on January 7, 1983 and has been operating its business as a debtor in possession since that time.

2. RLC has filed its Plan of Reorganization and that Plar provides for various sales of RLC's assets by motion or ł operation of the Plan.

3. RLC has entered into an agreement with Union Tank Company ("Union") whereby RLC shall sell and Union purchase substantially all of RLC's assets, including

executory contracts and unexpired leases. The agreement and its amendments (collectively, the "Agreement") set forth the assets to be conveyed, liabilities to be transferred, and consideration to be received by RLC. A copy of the Agreement is attached to and made part of RLC's Motion.

4. Prior to entering into the Agreement, RLC's management, directly and by use of business sources, contacted every major known participant in the railcar leasing industry in an attempt to secure the highest and best price for its assets.

5. Ten entities signed confidentiality agreements with RLC whereby they were permitted access to the books, records, and fleet of RLC. Of those ten entities, only two submitted written bids for the assets. Union Tank Car's bid exceeds the other, lower bid by $7 million or 70%.

6. The Agreement provides that interested bidders willing to pay a purchase price greater than 102% of Union's offer plus $150,000 representing reimbursement for fees and expenses, which amount shall be paid by the successful bidder (if other than Union) to Union if Union's purchase offer is not consummated (unless the reason therefor is Union's breach or default), and if an agreement in principle or definitive agreement for the acquisition of all or substantially all of the assets covered by the Agreement is executed, or substantive negotiations with respect thereto occurs, prior to December 31,

1987 with a party or parties other than Union, and such other party or parties thereafter acquire said assets on or before June 30, 1988 for a purchase price greater the 102% of Union's offer plus $150,000, then in lieu of any and all damages or relief that Union may be entitled to, the party or parties acquiring the assets shall pay to Union the $150,000 increment of the purchase price.

7. RLC has decided, in its business judgment, that the Agreement with Union, or with such other party as may come into the Court to bid, is in the best interests of RLC's estate.

8. Notice of the proposed sale has been proper, consisting of the mailing of a Notice to all creditors, parties in interest, the equity security holder, parties to executory contracts, and unexpired leases and possible interested bidders. Additionally, notice of the proposed sale, along with the time, date and place of hearing have been published in the national edition of the Wall Street Journal.

9. The Agreement complies with the provisions of Bankruptcy Code §§ 363(b), 365, 362, and 105, and the Fifth Circuit's holdings in In re Continental Airlines, Inc., 780 F.2d 1223 (5th Circuit 1986) and In re Braniff Airways, Inc., 700 F.2d 935 (5th Circuit 1983), and further is consistent with RLC's Plan of Reorganization.

10. The property and rights made the subject of the Motion are property of RLC's estate or the owners or interest holders of specific property and rights consent to the sale.

11. The business justifications of RLC for the Motion are sufficient to warrant authorization and approval of the Motion.

12. The result of the Motion will not effect or diminish the rights of RLC's creditors or other parties in interest.

13. The Motion should be approved; it is therefore

ORDERED that:

1. RLC's Expedited Motion for Authority to Sell Substantially All of Its Assets Free and Clear of Liens With Liens Attaching To Proceeds Including Assignment of Certain Unexpired Leases and Executory Contracts and Request for Hearing Thereon is APPROVED.

2. RLC is hereby authorized to sell and convey the assets covered by the above-referenced motion to Union Tank Car Company or such other buyer bidding the highest cash price, free and clear of all liens, encumbrances and claims, with such liens, if any, attaching to proceeds, provided that any other price bid is greater than 102% of Union's offer, plus $150,000 representing reimbursement for fees and expenses, which amount shall be paid by the successful bidder (if other than Union) to Union if Union's purchase offer is not consummated (unless the reason therefor is Union's breach or default), and if an agreement in principle or definitive agreement for the acquisition of all or substantially all of the assets covered by the Agreement is executed, or substantive negotiations with respect thereto occurs, prior to December 31, 1987 with a party

or parties other than Union, and such other party or parties thereafter acquire said assets on or before June 30, 1988 for a purchase price greater the 102% of Union's offer plus $150,000, then in lieu of any and all damages or relief that Union may be entitled to, the party or parties acquiring the assets shall pay to Union the $150,000 increment of the purchase price may purchase the assets.

3. RLC is hereby authorized to take any and all steps, including execution of documents, to facilitate the closing of the sale, upon all of the terms and conditions stated in the Agreement.

4. To the extent necessary, the automatic stay of 11 U.S.C. § 362(a) is modified so as to permit RLC to close the proposed sale and escrow the proceeds thereof.

SIGNED this 9 day of Sept, 1987.

LETITIA Z. CLARK,
UNITED STATES BANKRUPTCY JUDGE

ORDER PREPARED BY:

John P. Melko, Esq.
SHEINFELD, MALEY & KAY
3700 First City Tower
Houston, Texas 77002

I certify that the foregoing is a true copy of the original now on file in Bankruptcy Court Southern District of Texas

By _____, Clerk

I certify that the foregoing is a true copy of the original now on file in Bankruptcy Court
Southern District of Texas
By M. Perez, Clerk

Clerk, U.S. District Court
Southern District of Texas
Bankruptcy Division
FILED
DEC 18 1987
Jesse E. Clark, Clerk
By Deputy:

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE SOUTHERN DISTRICT OF TEXAS

HOUSTON DIVISION

IN RE:	§	
	§	
RICHMOND LEASING COMPANY,	§	
	§	CASE NO. 83-00294-H3-5
Debtor,	§	
	§	
	§	

ORDER CONFIRMING SALE OF ASSETS AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO GENERAL ELECTRIC RAILCAR SERVICES CORP.

Upon the expedited Motion of Richmond Leasing Company for Authority to Sell Substantially All of its Assets Free and Clear of Liens With Liens Attaching to Proceeds Including Assignment of Certain Unexpired Leases and Executory Contracts and Request For Hearing Thereon, dated August 11, 1987, and upon consideration of all objections thereto; based upon the evidence, testimony, and oral argument tendered at the hearing on the Motion of September 9, 1987; and based upon the auction held on September 10, 1987 by Richmond Leasing Company and Richmond Tank Car regarding the assets subject to the Motion, it is hereby found that:

1. This Court had jurisdiction to consider the Motion under 28 U.S.C. Sections 1334 and 157(a).

2. On October 7, 1987, as a result of the auction, Richmond Leasing Company, Richmond Tank Car and GERSCO entered into that certain Asset Purchase Agreement.

3. That on November 12, 1987, each of the parties hereto executed an Amendment to the Asset Purchase Agreement.

4. That on December 18, 1987 each of the parties hereto executed a Second Amendment to the Asset Purchase Agreement.

5. By notice dated November 4, 1987, Richmond Leasing Company served notice of the terms and provisions of the Asset Purchase Agreement and the sale of the assets thereunder on creditors and parties-in-interest.

6. Delay in consummation of the Asset Purchase Agreement will be detrimental to Richmond Leasing Company's estate.

7. Richmond Leasing Company and Richmond Tank Car are currently the lawful owners of, or lawfully hold an ownership interest in, the Assets.

8. Approval of the sale of the assets is in the best interests of Richmond Leasing Company's estate and its creditors.

9. The sale of the assets may be effected pursuant to the provisions of Sections 365(f) and 363(f) of the Bankruptcy Code.

10. Due and proper notice of the Motion had been given and approved by this Court.

IT IS HEREBY ORDERED:

The sale of assets to GERSCO is hereby approved on those terms set forth in the Asset Purchase Agreement and First and second amendments thereto. ZZC

SIGNED at Houston, Texas on this 18 day of Dec, 1987.

I certify that the foregoing is a true copy of the original now on file in Bankruptcy Court
Southern District of Texas
By Andy Gould, Clerk

ZZ Clark
LETITIA Z. CLARK
UNITED STATES BANKRUPTCY JUDGE