Nathan Sommers Jacobs

September 9, 2014

RECORDATION NO. 31310-A FILED

SEP 16 '14 -11 23 AM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

Re: Recordation of First Amendment to Security Agreement, original Security Agreement was filed under Recordation No. 31310

Dear Section Chief:

I have enclosed two (2) originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a first amendment to security agreement dated as of August 29, 2014 (the "Security Agreement"), and is a secondary document.

The names and addresses of the parties to the Security Agreement are as follows:

Secured Party:
Amegy Bank National Association
Five Post Oak Park
4400 Post Oak Parkway
Houston, Texas 77027

Debtor:
United Rail Partners, Ltd.
1283 North Post Oak Road, Suite 100
Houston, Texas 77055

A description of the equipment covered by the Security Agreement is as follows:

The railcars (the "Railcars") more specifically described on Annex "A" attached hereto;

J14216 Letter to STB.wpd

Attorneys and Counselors
2800 Post Oak Boulevard
61st Floor
Houston, Texas 77056

tel 713.960.0303
fax 713.892.4800
www.nathansommers.com

A short summary of the Security Agreement to appear in the index is as follows:

First Amendment to Security Agreement dated as of August 29, 2014, between AMEGY BANK NATIONAL ASSOCIATION, Five Post Oak Park, 4400 Post Oak Parkway, Houston, Texas 77027 ("Secured Party"), and UNITED RAIL PARTNERS, LTD., 1283 North Post Oak Road, Suite 100, Houston, Texas 77055 ("Debtor"), and covering the railcars (the "Railcars") more specifically described on Annex "A" attached hereto.

A fee of $44.00 is enclosed. Please return one (1) file stamped original to the undersigned after recording.

If you should have any questions, please feel free to call me at 713-892-4831.

Very truly yours,

NATHAN SOMMERS JACOBS,
A Professional Corporation

Tammy Morris

Tammy Morris, Legal Assistant

:tm
Enclosure

ANNEX "A"

Railcars

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
23	URP Ltd.		SRIX030158	Jul-04
23	URP Ltd.		SRIX030159	Jul-04
23	URP Ltd.		SRIX030160	Jul-04
23	URP Ltd.		SRIX030161	Jul-04
23	URP Ltd.		SRIX030173	Jul-04
23	URP Ltd.		SRIX030175	Jul-04
23	URP Ltd.		SRIX030176	Jul-04
23	URP Ltd.		SRIX030178	Jul-04
23	URP Ltd.		SRIX030182	Jul-04
Sub-Count Pool 23			9	
26	URP Ltd.		SRIX082501	Sep-06
26	URP Ltd.		SRIX082502	Sep-06
26	URP Ltd.		SRIX082503	Nov-06
26	URP Ltd.		SRIX082504	Nov-06
26	URP Ltd.		SRIX082505	Nov-06
26	URP Ltd.		SRIX082506	Nov-06
26	URP Ltd.		SRIX082507	Nov-06
26	URP Ltd.		SRIX082508	Nov-06
26	URP Ltd.		SRIX082509	Nov-06
26	URP Ltd.		SRIX082510	Nov-06
Sub-Count Pool 26			10	

Pool		Car Number	Built
29	URP Ltd.	BRSX001015	May-99
29	URP Ltd.	BRSX001029	Apr-05
29	URP Ltd.	BRSX001046	Sep-05
29	URP Ltd.	SRIX082511	Jun-08
29	URP Ltd.	SRIX082512	Jun-08
29	URP Ltd.	SRIX082513	Jun-08
29	URP Ltd.	SRIX082514	Jun-08
29	URP Ltd.	SRIX082515	Jun-08
29	URP Ltd.	SRIX082516	9/1/2013
29	URP Ltd.	SRIX082517	9/1/2013
29	URP Ltd.	SRIX082518	9/1/2013

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
29	URP Ltd.		SRIX082519	9/1/2013
29	URP Ltd.		SRIX082520	9/1/2013
29	URP Ltd.		SRIX082521	9/1/2013
Sub-Count Pool 29			14	
84	URP Ltd.		SRIX080008	Mar-75
84	URP Ltd.		SRIX080009	Dec-77
84	URP Ltd.		SRIX080041	Mar-74
84	URP Ltd.		SRIX080043	Mar-74
84	URP Ltd.		SRIX080044	Mar-74
84	URP Ltd.		SRIX080045	Mar-74
84	URP Ltd.		SRIX080046	Mar-74
84	URP Ltd.		SRIX080048	Mar-74
84	URP Ltd.		SRIX080049	Mar-74
84	URP Ltd.		SRIX080051	Apr-74
84	URP Ltd.		SRIX080052	Apr-74
84	URP Ltd.		SRIX080053	Apr-74
84	URP Ltd.		SRIX080055	Apr-74
84	URP Ltd.		SRIX080057	Apr-74
84	URP Ltd.		SRIX080060	May-79
84	URP Ltd.		SRIX080061	Sep-87
84	URP Ltd.		SRIX080064	Jul-77
84	URP Ltd.		SRIX080072	Aug-77
84	URP Ltd.		SRIX080073	Aug-77
84	URP Ltd.		SRIX080074	Aug-77
84	URP Ltd.		SRIX080075	Sep-77
84	URP Ltd.		SRIX080078	Sep-79
84	URP Ltd.		SRIX080079	Dec-79
84	URP Ltd.		SRIX080080	Jan-80
84	URP Ltd.		SRIX080081	Feb-80
84	URP Ltd.		SRIX080086	Aug-77
84	URP Ltd.		SRIX080087	Sep-77
84	URP Ltd.		SRIX080088	Mar-80
84	URP Ltd.		SRIX080089	Jun-80
84	URP Ltd.		SRIX080090	Feb-80
84	URP Ltd.		SRIX080091	Jun-80
84	URP Ltd.		SRIX080092	May-80

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080094	Jul-75
84	URP Ltd.		SRIX080102	Jan-74
84	URP Ltd.		SRIX080104	Mar-74
84	URP Ltd.		SRIX080106	Nov-75
84	URP Ltd.		SRIX080107	Aug-77
84	URP Ltd.		SRIX080108	Oct-77
84	URP Ltd.		SRIX080109	Oct-77
84	URP Ltd.		SRIX080111	Feb-75
84	URP Ltd.		SRIX080112	Nov-78
84	URP Ltd.		SRIX080114	Oct-88
84	URP Ltd.		SRIX080115	Nov-88
84	URP Ltd.		SRIX080116	Nov-88
84	URP Ltd.		SRIX080126	Nov-77
84	URP Ltd.		SRIX080127	Aug-79
84	URP Ltd.		SRIX080128	Sep-78
84	URP Ltd.		SRIX080129	Nov-78
84	URP Ltd.		SRIX080130	Dec-78
84	URP Ltd.		SRIX080131	Jun-80
84	URP Ltd.		SRIX080132	Nov-77
84	URP Ltd.		SRIX080134	Jun-80
84	URP Ltd.		SRIX080139	Sep-79
84	URP Ltd.		SRIX080140	Sep-79
84	URP Ltd.		SRIX080141	Oct-79
84	URP Ltd.		SRIX080142	Sep-79
84	URP Ltd.		SRIX080143	Aug-79
84	URP Ltd.		SRIX080144	Sep-79
84	URP Ltd.		SRIX080145	Nov-79
84	URP Ltd.		SRIX080146	Dec-79
84	URP Ltd.		SRIX080147	Nov-79
84	URP Ltd.		SRIX080148	Jan-80
84	URP Ltd.		SRIX080149	Dec-79
84	URP Ltd.		SRIX080150	Dec-79
84	URP Ltd.		SRIX080152	Aug-79
84	URP Ltd.		SRIX080153	Aug-79
84	URP Ltd.		SRIX080156	Apr-80
84	URP Ltd.		SRIX080157	Mar-80
84	URP Ltd.		SRIX080158	Sep-74
84	URP Ltd.		SRIX080168	Jan-74
84	URP Ltd.		SRIX080169	Jan-74

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080182	Jan-74
84	URP Ltd.		SRIX080183	Jan-74
84	URP Ltd.		SRIX080184	Jan-74
84	URP Ltd.		SRIX080185	Feb-74
84	URP Ltd.		SRIX080186	Feb-74
84	URP Ltd.		SRIX080187	May-74
84	URP Ltd.		SRIX080189	Jun-74
84	URP Ltd.		SRIX080190	Jul-74
84	URP Ltd.		SRIX080191	Mar-75
84	URP Ltd.		SRIX080192	May-75
84	URP Ltd.		SRIX080193	Sep-75
84	URP Ltd.		SRIX080194	Oct-75
84	URP Ltd.		SRIX080195	Oct-75
84	URP Ltd.		SRIX080196	Nov-75
84	URP Ltd.		SRIX080197	Jun-77
84	URP Ltd.		SRIX080198	Jun-77
84	URP Ltd.		SRIX080199	Jun-77
84	URP Ltd.		SRIX080200	Aug-77
84	URP Ltd.		SRIX080201	Aug-77
84	URP Ltd.		SRIX080202	Sep-77
84	URP Ltd.		SRIX080203	Sep-77
84	URP Ltd.		SRIX080204	Sep-77
84	URP Ltd.		SRIX080205	Sep-77
84	URP Ltd.		SRIX080206	Aug-77
84	URP Ltd.		SRIX080216	Oct-75
84	URP Ltd.		SRIX080217	Aug-77
84	URP Ltd.		SRIX080218	Nov-77
84	URP Ltd.		SRIX080219	Dec-79
84	URP Ltd.		SRIX080235	Jul-75
84	URP Ltd.		SRIX080243	Nov-77
84	URP Ltd.		SRIX080244	Oct-74
84	URP Ltd.		SRIX080245	Jan-74
84	URP Ltd.		SRIX080246	Dec-77
84	URP Ltd.		SRIX080247	Sep-79
84	URP Ltd.		SRIX080254	Feb-75
84	URP Ltd.		SRIX080255	Mar-75
84	URP Ltd.		SRIX080256	May-75
84	URP Ltd.		SRIX080257	Jun-75
84	URP Ltd.		SRIX080258	Sep-75

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080259	Nov-75
84	URP Ltd.		SRIX080260	Aug-77
84	URP Ltd.		SRIX080261	Sep-77
84	URP Ltd.		SRIX080262	Sep-77
84	URP Ltd.		SRIX080263	Sep-77
84	URP Ltd.		SRIX080265	Jul-77
84	URP Ltd.		SRIX080266	Jul-77
84	URP Ltd.		SRIX080267	Aug-77
84	URP Ltd.		SRIX080268	Aug-77
84	URP Ltd.		SRIX080269	Aug-77
84	URP Ltd.		SRIX080270	Aug-77
84	URP Ltd.		SRIX080271	Oct-77
84	URP Ltd.		SRIX080272	Jan-78
84	URP Ltd.		SRIX080273	Dec-77
84	URP Ltd.		SRIX080276	Nov-78
84	URP Ltd.		SRIX080282	Sep-77
84	URP Ltd.		SRIX080283	Aug-77
84	URP Ltd.		SRIX080284	Nov-78
84	URP Ltd.		SRIX080287	Nov-77
84	URP Ltd.		SRIX080289	Aug-77
84	URP Ltd.		SRIX080290	Sep-77
84	URP Ltd.		SRIX080298	Feb-75
84	URP Ltd.		SRIX080299	Jul-75
84	URP Ltd.		SRIX080300	Oct-75
84	URP Ltd.		SRIX080301	Oct-75
84	URP Ltd.		SRIX080302	Oct-75
84	URP Ltd.		SRIX080312	Jun-74
84	URP Ltd.		SRIX080314	Mar-75
84	URP Ltd.		SRIX080315	Oct-75
84	URP Ltd.		SRIX080321	Aug-79
84	URP Ltd.		SRIX080322	Aug-79
84	URP Ltd.		SRIX080323	Aug-79
84	URP Ltd.		SRIX080324	Aug-79
84	URP Ltd.		SRIX080325	Aug-79
84	URP Ltd.		SRIX080326	Aug-79
84	URP Ltd.		SRIX080327	Sep-79
84	URP Ltd.		SRIX080328	Nov-79
84	URP Ltd.		SRIX080331	Sep-74
84	URP Ltd.		SRIX080332	Sep-74

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080333	Oct-74
84	URP Ltd.		SRIX080338	Jan-74
84	URP Ltd.		SRIX080339	Oct-75
84	URP Ltd.		SRIX080340	Oct-75
84	URP Ltd.		SRIX080341	Oct-75
84	URP Ltd.		SRIX080347	Aug-84
84	URP Ltd.		SRIX080348	Oct-80
84	URP Ltd.		SRIX080349	Jan-80
84	URP Ltd.		SRIX080350	Dec-79
84	URP Ltd.		SRIX080351	Aug-79
84	URP Ltd.		SRIX080352	May-79
84	URP Ltd.		SRIX080353	Oct-79
84	URP Ltd.		SRIX080354	Sep-79
84	URP Ltd.		SRIX080355	Oct-79
84	URP Ltd.		SRIX080356	Aug-80
84	URP Ltd.		SRIX080357	Aug-80
84	URP Ltd.		SRIX080358	Feb-79
84	URP Ltd.		SRIX080359	Feb-79
84	URP Ltd.		SRIX080360	Mar-79
84	URP Ltd.		SRIX080361	Mar-79
84	URP Ltd.		SRIX080362	Sep-77
84	URP Ltd.		SRIX080363	Aug-77
84	URP Ltd.		SRIX080364	Oct-77
84	URP Ltd.		SRIX080365	Oct-77
84	URP Ltd.		SRIX080366	Sep-78
84	URP Ltd.		SRIX080367	Jul-80
84	URP Ltd.		SRIX080368	Jul-80
84	URP Ltd.		SRIX080369	Mar-79
84	URP Ltd.		SRIX080370	May-80
84	URP Ltd.		SRIX080371	Jun-75
84	URP Ltd.		SRIX080372	Mar-74
84	URP Ltd.		SRIX080373	Feb-75
84	URP Ltd.		SRIX080374	Jan-75
84	URP Ltd.		SRIX080375	Feb-75
84	URP Ltd.		SRIX080376	Jul-77
84	URP Ltd.		SRIX080377	Feb-75
84	URP Ltd.		SRIX080378	Apr-75
84	URP Ltd.		SRIX080379	Nov-78
84	URP Ltd.		SRIX080380	Jan-81

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080381	Jan-81
84	URP Ltd.		SRIX080382	Jan-81
84	URP Ltd.		SRIX080383	May-77
84	URP Ltd.		SRIX080384	Feb-75
84	URP Ltd.		SRIX080385	Feb-75
84	URP Ltd.		SRIX080386	Aug-77
84	URP Ltd.		SRIX080387	Aug-77
84	URP Ltd.		SRIX080388	Aug-77
84	URP Ltd.		SRIX080389	Apr-78
84	URP Ltd.		SRIX080390	Jan-78
84	URP Ltd.		SRIX080391	Apr-78
84	URP Ltd.		SRIX080392	Jan-80
84	URP Ltd.		SRIX080393	Jan-80
84	URP Ltd.		SRIX080394	Jul-80
84	URP Ltd.		SRIX080395	Jan-80
84	URP Ltd.		SRIX080396	May-78
84	URP Ltd.		SRIX080397	Oct-79
84	URP Ltd.		SRIX080398	Nov-79
84	URP Ltd.		SRIX080399	Nov-79
84	URP Ltd.		SRIX080400	May-80
84	URP Ltd.		SRIX080401	May-80
84	URP Ltd.		SRIX080402	May-80
84	URP Ltd.		SRIX080403	May-80
84	URP Ltd.		SRIX080404	May-80
84	URP Ltd.		SRIX080405	May-80
84	URP Ltd.		SRIX080406	May-80
84	URP Ltd.		SRIX080407	May-80
84	URP Ltd.		SRIX080408	May-80
84	URP Ltd.		SRIX080410	Aug-80
84	URP Ltd.		SRIX080411	Aug-80
84	URP Ltd.		SRIX080412	Jul-80
84	URP Ltd.		SRIX080413	Jul-80
84	URP Ltd.		SRIX080414	Jul-80
84	URP Ltd.		SRIX080415	Jan-80
84	URP Ltd.		SRIX080416	Aug-80
84	URP Ltd.		SRIX080417	Jul-80
84	URP Ltd.		SRIX080418	Jul-80
Sub-Count Pool 84			225	

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
89	URP Ltd.		SRIX083100	Nov-80
89	URP Ltd.		SRIX083101	Nov-80
89	URP Ltd.		SRIX083102	Nov-80
89	URP Ltd.		SRIX083103	Dec-80
89	URP Ltd.		SRIX083104	Dec-80
89	URP Ltd.		SRIX083105	Jan-81
89	URP Ltd.		SRIX083106	Jan-81
89	URP Ltd.		SRIX083107	Jan-81
Sub-Count Pool 89			8	
91	URP Ltd.		SRIX082900	10/1/2013
91	URP Ltd.		SRIX082901	10/1/2013
91	URP Ltd.		SRIX082902	10/1/2013
91	URP Ltd.		SRIX082903	10/1/2013
91	URP Ltd.		SRIX082904	10/1/2013
91	URP Ltd.		SRIX082905	10/1/2013
91	URP Ltd.		SRIX082906	10/1/2013
91	URP Ltd.		SRIX082907	10/1/2013
Sub-Count Pool 91			8	
UV	URP Ltd.		GLNX 023403	5/1/1989
UV	URP Ltd.		GLNX 023404	5/1/1989
UV	URP Ltd.		GLNX 023405	5/1/1989
UV	URP Ltd.		GLNX 023406	5/1/1989
UV	URP Ltd.		GLNX 023407	5/1/1989
UV	URP Ltd.		GLNX 023408	5/1/1989
UV	URP Ltd.		GLNX 023409	5/1/1989
UV	URP Ltd.		GLNX 023410	5/1/1989
UV	URP Ltd.		GLNX 023411	5/1/1989
UV	URP Ltd.		GLNX 023413	5/1/1989
UV	URP Ltd.		GLNX 023573	9/1/1992
UV	URP Ltd.		GLNX 023575	1/1/1992
UV	URP Ltd.		GLNX 023576	9/1/1992

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
UV	URP Ltd.		GLNX 023578	1/1/1992
UV	URP Ltd.		GLNX 023579	1/1/1992
UV	URP Ltd.		GLNX 023580	1/1/1992
UV	URP Ltd.		GLNX 023581	9/1/1992
UV	URP Ltd.		GLNX 023583	1/1/1992
UV	URP Ltd.		GLNX 023586	1/1/1992
UV	URP Ltd.		GLNX 023587	1/1/1992
Sub-Count Pool UV			20	
Pool GLNX TBD	URP, Ltd.		SJFX103	7/1/1989
Pool GLNX TBD	URP, Ltd.		SJFX106	7/1/1989
Pool GLNX TBD	URP, Ltd.		SJFX107	7/1/2007
Pool GLNX TBD	URP, Ltd.		SJFX142	7/1/2007
Pool GLNX TBD	URP, Ltd.		SJFX143	7/1/2007
Pool GLNX TBD	URP, Ltd.		SJFX144	7/1/2007
Sub-Count Pool			6	
Total Current Collateral Pool			300	

31310A

SEP 16 '14 -11 23 AM

[Railcars-Borrower]

FIRST AMENDMENT TO SECURITY AGREEMENT

This FIRST AMENDMENT TO SECURITY AGREEMENT (this "Amendment"), dated as of August 29, 2014, is between UNITED RAIL PARTNERS, LTD., a Texas limited partnership ("Debtor"), and AMEGY BANK NATIONAL ASSOCIATION, a national banking association ("Secured Party").

RECITALS:

WHEREAS, Debtor and Secured Party have entered into that certain Loan Agreement dated as of July 25, 2014, as amended by First Amendment to Loan Agreement dated as of August 29, 2014 (as amended, the "Loan Agreement").

WHEREAS, pursuant to the Loan Agreement, Debtor executed that certain Security Agreement dated as of July 25, 2014 (the "Security Agreement").

WHEREAS, the execution of this Amendment is a condition to Secured Party entering into the First Amendment to Loan Agreement referred to above.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which are acknowledged and agreed, Debtor and Secured Party hereby agree as follows:

ARTICLE I.

Amendments

1. Amendment to Exhibits. Effective as of the date hereof, (a) Debtor hereby grants to Secured Party a security interest in the property set forth in Exhibit "A", whether now owned or existing or hereafter arising or acquired and wherever arising or located, and (b) Debtor acknowledges and agrees that Exhibit "A" to the Security Agreement is amended to conform in its entirety to Annex "A" to this Amendment.

ARTICLE II.

Additional Provisions

1. Acknowledgment by Debtor. Except as otherwise specified herein, the terms and provisions hereof shall in no manner impair, limit, restrict or otherwise affect the

obligations of Debtor or any third party to Secured Party under any Loan Document (as defined in the Loan Agreement).

2. Additional Documentation. From time to time, Debtor shall execute or procure and deliver to Secured Party such other and further documents and instruments evidencing, securing or pertaining to the Security Agreement or the other Loan Documents as shall be reasonably requested by Secured Party so as to evidence or effect the terms and provisions hereof.

3. Continued Effectiveness. Except as expressly modified by the terms and provisions hereof, each of the terms and provisions of the Security Agreement and the other Loan Documents are hereby ratified and confirmed, and shall remain in full force and effect. The liens and security interests created by the Security Agreement remain in full force and effect.

4. Governing Law. THE TERMS AND PROVISIONS HEREOF SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF TEXAS.

5. Binding Agreement. This Amendment shall be binding upon the heirs, executors, administrators, personal representatives, successors and assigns of the parties hereto.

6. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall be construed as one and the same instrument.

7. No Oral Agreements. This Amendment, the Loan Agreement and the other Loan Documents embody the final, entire agreement among the parties hereto. There are no oral agreements among the parties hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

EXECUTED as of the date first above written.

DEBTOR:

UNITED RAIL PARTNERS, LTD.

By: RH Investments, Inc., its general partner

By: _____
Jeffrey S. Rawson
President

By: Gemsbok, Inc., its general partner

By: _____
Ronald P. Cuenod, Jr.
President

By: Weimar Rail, Inc., its general partner

By: _____
Robert R. Huette
President

SECURED PARTY:

AMEGY BANK NATIONAL ASSOCIATION

By: _____
Sam Trail
Vice President

EXECUTED as of the date first above written.

DEBTOR:

UNITED RAIL PARTNERS, LTD.

By: RH Investments, Inc., its general partner

By:_____
Jeffrey S. Rawson
President

By: Gemsbok, Inc., its general partner

By:_____
Ronald P. Cuenod, Jr.
President

By: Weimar Rail, Inc., its general partner

By:_____
Robert R. Huette
President

SECURED PARTY:

AMEGY BANK NATIONAL ASSOCIATION

By:_____
Sam Trail
Vice President

EXECUTED as of the date first above written.

DEBTOR:

UNITED RAIL PARTNERS, LTD.

By: RH Investments, Inc., its general partner

By:_____
Jeffrey S. Rawson
President

By: Gemsbok, Inc., its general partner

By:_____
Ronald P. Cuenod, Jr.
President

By: Weimar Rail, Inc., its general partner

By:_____
Robert R. Huette
President

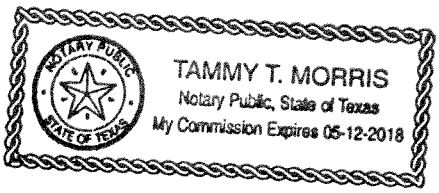
SECURED PARTY:

AMEGY BANK NATIONAL ASSOCIATION

By:_____
Sam Trail
Vice President

STATE OF TEXAS §
§
COUNTY OF HARRIS §

On this 29th day of August, 2014, this instrument was acknowledged before me by Jeffrey S. Rawson, President of RH INVESTMENTS, INC., a Texas corporation, on behalf of such corporation by authority of its Board of Directors, as the general partner of UNITED RAIL PARTNERS, LTD., a Texas limited partnership, on behalf of such partnership, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

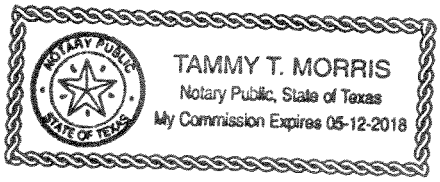


Tammy T. Morris
Notary Public, State of Texas

STATE OF TEXAS §
§
COUNTY OF HARRIS §

On this 29th day of August, 2014, this instrument was acknowledged before me by Ronald P. Cuenod, Jr., President of GEMSBOK, INC., a Texas corporation, on behalf of such corporation by authority of its Board of Directors, as the general partner of UNITED RAIL PARTNERS, LTD., a Texas limited partnership, on behalf of such partnership, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

Tammy T. Morris
Notary Public, State of Texas



STATE OF TEXAS §
§
COUNTY OF Colorado §

On this 29th day of August, 2014, this instrument was acknowledged before me by Robert R. Huette, President of WEIMAR RAIL, INC., a Texas corporation, on behalf of such corporation by authority of its Board of Directors, as the general partner of UNITED RAIL PARTNERS, LTD., a Texas limited partnership, on behalf of such partnership, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

NANCY BITTNER
NOTARY PUBLIC
STATE OF TEXAS
My Commission Expires 4-26-2018

Nancy Bittner
Notary Public, State of Texas

STATE OF TEXAS §
§
COUNTY OF HARRIS §

On this _____ day of August, 2014, this instrument was acknowledged before me by Sam Trail, Vice President of AMEGY BANK NATIONAL ASSOCIATION, a national association, on behalf of such association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

_____
Notary Public, State of Texas

STATE OF TEXAS §
§
COUNTY OF _____ §

On this _____ day of August, 2014, this instrument was acknowledged before me by Robert R. Huette, President of WEIMAR RAIL, INC., a Texas corporation, on behalf of such corporation by authority of its Board of Directors, as the general partner of UNITED RAIL PARTNERS, LTD., a Texas limited partnership, on behalf of such partnership, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

_____
Notary Public, State of Texas

STATE OF TEXAS §
§
COUNTY OF HARRIS §

On this 29 day of August, 2014, this instrument was acknowledged before me by Sam Trail, Vice President of AMEGY BANK NATIONAL ASSOCIATION, a national association, on behalf of such association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

WENDY SCHNEIDER
NOTARY PUBLIC
STATE OF TEXAS
MY COMM. EXP. 05/10/2018

_____
Notary Public, State of Texas

ANNEX "A"
EXHIBIT "A"
Railcars

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
23	URP Ltd.		SRIX030158	Jul-04
23	URP Ltd.		SRIX030159	Jul-04
23	URP Ltd.		SRIX030160	Jul-04
23	URP Ltd.		SRIX030161	Jul-04
23	URP Ltd.		SRIX030173	Jul-04
23	URP Ltd.		SRIX030175	Jul-04
23	URP Ltd.		SRIX030176	Jul-04
23	URP Ltd.		SRIX030178	Jul-04
23	URP Ltd.		SRIX030182	Jul-04
Sub-Count Pool 23			9	
26	URP Ltd.		SRIX082501	Sep-06
26	URP Ltd.		SRIX082502	Sep-06
26	URP Ltd.		SRIX082503	Nov-06
26	URP Ltd.		SRIX082504	Nov-06
26	URP Ltd.		SRIX082505	Nov-06
26	URP Ltd.		SRIX082506	Nov-06
26	URP Ltd.		SRIX082507	Nov-06
26	URP Ltd.		SRIX082508	Nov-06
26	URP Ltd.		SRIX082509	Nov-06
26	URP Ltd.		SRIX082510	Nov-06
Sub-Count Pool 26			10	

Pool		Car Number	Built
29	URP Ltd.	BRSX001015	May-99
29	URP Ltd.	BRSX001029	Apr-05
29	URP Ltd.	BRSX001046	Sep-05
29	URP Ltd.	SRIX082511	Jun-08
29	URP Ltd.	SRIX082512	Jun-08
29	URP Ltd.	SRIX082513	Jun-08
29	URP Ltd.	SRIX082514	Jun-08
29	URP Ltd.	SRIX082515	Jun-08
29	URP Ltd.	SRIX082516	9/1/2013
29	URP Ltd.	SRIX082517	9/1/2013
29	URP Ltd.	SRIX082518	9/1/2013

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
29	URP Ltd.		SRIX082519	9/1/2013
29	URP Ltd.		SRIX082520	9/1/2013
29	URP Ltd.		SRIX082521	9/1/2013
Sub-Count Pool 29			14	
84	URP Ltd.		SRIX080008	Mar-75
84	URP Ltd.		SRIX080009	Dec-77
84	URP Ltd.		SRIX080041	Mar-74
84	URP Ltd.		SRIX080043	Mar-74
84	URP Ltd.		SRIX080044	Mar-74
84	URP Ltd.		SRIX080045	Mar-74
84	URP Ltd.		SRIX080046	Mar-74
84	URP Ltd.		SRIX080048	Mar-74
84	URP Ltd.		SRIX080049	Mar-74
84	URP Ltd.		SRIX080051	Apr-74
84	URP Ltd.		SRIX080052	Apr-74
84	URP Ltd.		SRIX080053	Apr-74
84	URP Ltd.		SRIX080055	Apr-74
84	URP Ltd.		SRIX080057	Apr-74
84	URP Ltd.		SRIX080060	May-79
84	URP Ltd.		SRIX080061	Sep-87
84	URP Ltd.		SRIX080064	Jul-77
84	URP Ltd.		SRIX080072	Aug-77
84	URP Ltd.		SRIX080073	Aug-77
84	URP Ltd.		SRIX080074	Aug-77
84	URP Ltd.		SRIX080075	Sep-77
84	URP Ltd.		SRIX080078	Sep-79
84	URP Ltd.		SRIX080079	Dec-79
84	URP Ltd.		SRIX080080	Jan-80
84	URP Ltd.		SRIX080081	Feb-80
84	URP Ltd.		SRIX080086	Aug-77
84	URP Ltd.		SRIX080087	Sep-77
84	URP Ltd.		SRIX080088	Mar-80
84	URP Ltd.		SRIX080089	Jun-80
84	URP Ltd.		SRIX080090	Feb-80
84	URP Ltd.		SRIX080091	Jun-80
84	URP Ltd.		SRIX080092	May-80

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080094	Jul-75
84	URP Ltd.		SRIX080102	Jan-74
84	URP Ltd.		SRIX080104	Mar-74
84	URP Ltd.		SRIX080106	Nov-75
84	URP Ltd.		SRIX080107	Aug-77
84	URP Ltd.		SRIX080108	Oct-77
84	URP Ltd.		SRIX080109	Oct-77
84	URP Ltd.		SRIX080111	Feb-75
84	URP Ltd.		SRIX080112	Nov-78
84	URP Ltd.		SRIX080114	Oct-88
84	URP Ltd.		SRIX080115	Nov-88
84	URP Ltd.		SRIX080116	Nov-88
84	URP Ltd.		SRIX080126	Nov-77
84	URP Ltd.		SRIX080127	Aug-79
84	URP Ltd.		SRIX080128	Sep-78
84	URP Ltd.		SRIX080129	Nov-78
84	URP Ltd.		SRIX080130	Dec-78
84	URP Ltd.		SRIX080131	Jun-80
84	URP Ltd.		SRIX080132	Nov-77
84	URP Ltd.		SRIX080134	Jun-80
84	URP Ltd.		SRIX080139	Sep-79
84	URP Ltd.		SRIX080140	Sep-79
84	URP Ltd.		SRIX080141	Oct-79
84	URP Ltd.		SRIX080142	Sep-79
84	URP Ltd.		SRIX080143	Aug-79
84	URP Ltd.		SRIX080144	Sep-79
84	URP Ltd.		SRIX080145	Nov-79
84	URP Ltd.		SRIX080146	Dec-79
84	URP Ltd.		SRIX080147	Nov-79
84	URP Ltd.		SRIX080148	Jan-80
84	URP Ltd.		SRIX080149	Dec-79
84	URP Ltd.		SRIX080150	Dec-79
84	URP Ltd.		SRIX080152	Aug-79
84	URP Ltd.		SRIX080153	Aug-79
84	URP Ltd.		SRIX080156	Apr-80
84	URP Ltd.		SRIX080157	Mar-80
84	URP Ltd.		SRIX080158	Sep-74
84	URP Ltd.		SRIX080168	Jan-74
84	URP Ltd.		SRIX080169	Jan-74

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080182	Jan-74
84	URP Ltd.		SRIX080183	Jan-74
84	URP Ltd.		SRIX080184	Jan-74
84	URP Ltd.		SRIX080185	Feb-74
84	URP Ltd.		SRIX080186	Feb-74
84	URP Ltd.		SRIX080187	May-74
84	URP Ltd.		SRIX080189	Jun-74
84	URP Ltd.		SRIX080190	Jul-74
84	URP Ltd.		SRIX080191	Mar-75
84	URP Ltd.		SRIX080192	May-75
84	URP Ltd.		SRIX080193	Sep-75
84	URP Ltd.		SRIX080194	Oct-75
84	URP Ltd.		SRIX080195	Oct-75
84	URP Ltd.		SRIX080196	Nov-75
84	URP Ltd.		SRIX080197	Jun-77
84	URP Ltd.		SRIX080198	Jun-77
84	URP Ltd.		SRIX080199	Jun-77
84	URP Ltd.		SRIX080200	Aug-77
84	URP Ltd.		SRIX080201	Aug-77
84	URP Ltd.		SRIX080202	Sep-77
84	URP Ltd.		SRIX080203	Sep-77
84	URP Ltd.		SRIX080204	Sep-77
84	URP Ltd.		SRIX080205	Sep-77
84	URP Ltd.		SRIX080206	Aug-77
84	URP Ltd.		SRIX080216	Oct-75
84	URP Ltd.		SRIX080217	Aug-77
84	URP Ltd.		SRIX080218	Nov-77
84	URP Ltd.		SRIX080219	Dec-79
84	URP Ltd.		SRIX080235	Jul-75
84	URP Ltd.		SRIX080243	Nov-77
84	URP Ltd.		SRIX080244	Oct-74
84	URP Ltd.		SRIX080245	Jan-74
84	URP Ltd.		SRIX080246	Dec-77
84	URP Ltd.		SRIX080247	Sep-79
84	URP Ltd.		SRIX080254	Feb-75
84	URP Ltd.		SRIX080255	Mar-75
84	URP Ltd.		SRIX080256	May-75
84	URP Ltd.		SRIX080257	Jun-75
84	URP Ltd.		SRIX080258	Sep-75

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080259	Nov-75
84	URP Ltd.		SRIX080260	Aug-77
84	URP Ltd.		SRIX080261	Sep-77
84	URP Ltd.		SRIX080262	Sep-77
84	URP Ltd.		SRIX080263	Sep-77
84	URP Ltd.		SRIX080265	Jul-77
84	URP Ltd.		SRIX080266	Jul-77
84	URP Ltd.		SRIX080267	Aug-77
84	URP Ltd.		SRIX080268	Aug-77
84	URP Ltd.		SRIX080269	Aug-77
84	URP Ltd.		SRIX080270	Aug-77
84	URP Ltd.		SRIX080271	Oct-77
84	URP Ltd.		SRIX080272	Jan-78
84	URP Ltd.		SRIX080273	Dec-77
84	URP Ltd.		SRIX080276	Nov-78
84	URP Ltd.		SRIX080282	Sep-77
84	URP Ltd.		SRIX080283	Aug-77
84	URP Ltd.		SRIX080284	Nov-78
84	URP Ltd.		SRIX080287	Nov-77
84	URP Ltd.		SRIX080289	Aug-77
84	URP Ltd.		SRIX080290	Sep-77
84	URP Ltd.		SRIX080298	Feb-75
84	URP Ltd.		SRIX080299	Jul-75
84	URP Ltd.		SRIX080300	Oct-75
84	URP Ltd.		SRIX080301	Oct-75
84	URP Ltd.		SRIX080302	Oct-75
84	URP Ltd.		SRIX080312	Jun-74
84	URP Ltd.		SRIX080314	Mar-75
84	URP Ltd.		SRIX080315	Oct-75
84	URP Ltd.		SRIX080321	Aug-79
84	URP Ltd.		SRIX080322	Aug-79
84	URP Ltd.		SRIX080323	Aug-79
84	URP Ltd.		SRIX080324	Aug-79
84	URP Ltd.		SRIX080325	Aug-79
84	URP Ltd.		SRIX080326	Aug-79
84	URP Ltd.		SRIX080327	Sep-79
84	URP Ltd.		SRIX080328	Nov-79
84	URP Ltd.		SRIX080331	Sep-74
84	URP Ltd.		SRIX080332	Sep-74

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080333	Oct-74
84	URP Ltd.		SRIX080338	Jan-74
84	URP Ltd.		SRIX080339	Oct-75
84	URP Ltd.		SRIX080340	Oct-75
84	URP Ltd.		SRIX080341	Oct-75
84	URP Ltd.		SRIX080347	Aug-84
84	URP Ltd.		SRIX080348	Oct-80
84	URP Ltd.		SRIX080349	Jan-80
84	URP Ltd.		SRIX080350	Dec-79
84	URP Ltd.		SRIX080351	Aug-79
84	URP Ltd.		SRIX080352	May-79
84	URP Ltd.		SRIX080353	Oct-79
84	URP Ltd.		SRIX080354	Sep-79
84	URP Ltd.		SRIX080355	Oct-79
84	URP Ltd.		SRIX080356	Aug-80
84	URP Ltd.		SRIX080357	Aug-80
84	URP Ltd.		SRIX080358	Feb-79
84	URP Ltd.		SRIX080359	Feb-79
84	URP Ltd.		SRIX080360	Mar-79
84	URP Ltd.		SRIX080361	Mar-79
84	URP Ltd.		SRIX080362	Sep-77
84	URP Ltd.		SRIX080363	Aug-77
84	URP Ltd.		SRIX080364	Oct-77
84	URP Ltd.		SRIX080365	Oct-77
84	URP Ltd.		SRIX080366	Sep-78
84	URP Ltd.		SRIX080367	Jul-80
84	URP Ltd.		SRIX080368	Jul-80
84	URP Ltd.		SRIX080369	Mar-79
84	URP Ltd.		SRIX080370	May-80
84	URP Ltd.		SRIX080371	Jun-75
84	URP Ltd.		SRIX080372	Mar-74
84	URP Ltd.		SRIX080373	Feb-75
84	URP Ltd.		SRIX080374	Jan-75
84	URP Ltd.		SRIX080375	Feb-75
84	URP Ltd.		SRIX080376	Jul-77
84	URP Ltd.		SRIX080377	Feb-75
84	URP Ltd.		SRIX080378	Apr-75
84	URP Ltd.		SRIX080379	Nov-78
84	URP Ltd.		SRIX080380	Jan-81

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
84	URP Ltd.		SRIX080381	Jan-81
84	URP Ltd.		SRIX080382	Jan-81
84	URP Ltd.		SRIX080383	May-77
84	URP Ltd.		SRIX080384	Feb-75
84	URP Ltd.		SRIX080385	Feb-75
84	URP Ltd.		SRIX080386	Aug-77
84	URP Ltd.		SRIX080387	Aug-77
84	URP Ltd.		SRIX080388	Aug-77
84	URP Ltd.		SRIX080389	Apr-78
84	URP Ltd.		SRIX080390	Jan-78
84	URP Ltd.		SRIX080391	Apr-78
84	URP Ltd.		SRIX080392	Jan-80
84	URP Ltd.		SRIX080393	Jan-80
84	URP Ltd.		SRIX080394	Jul-80
84	URP Ltd.		SRIX080395	Jan-80
84	URP Ltd.		SRIX080396	May-78
84	URP Ltd.		SRIX080397	Oct-79
84	URP Ltd.		SRIX080398	Nov-79
84	URP Ltd.		SRIX080399	Nov-79
84	URP Ltd.		SRIX080400	May-80
84	URP Ltd.		SRIX080401	May-80
84	URP Ltd.		SRIX080402	May-80
84	URP Ltd.		SRIX080403	May-80
84	URP Ltd.		SRIX080404	May-80
84	URP Ltd.		SRIX080405	May-80
84	URP Ltd.		SRIX080406	May-80
84	URP Ltd.		SRIX080407	May-80
84	URP Ltd.		SRIX080408	May-80
84	URP Ltd.		SRIX080410	Aug-80
84	URP Ltd.		SRIX080411	Aug-80
84	URP Ltd.		SRIX080412	Jul-80
84	URP Ltd.		SRIX080413	Jul-80
84	URP Ltd.		SRIX080414	Jul-80
84	URP Ltd.		SRIX080415	Jan-80
84	URP Ltd.		SRIX080416	Aug-80
84	URP Ltd.		SRIX080417	Jul-80
84	URP Ltd.		SRIX080418	Jul-80
Sub-Count Pool 84			225	

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
89	URP Ltd.		SRIX083100	Nov-80
89	URP Ltd.		SRIX083101	Nov-80
89	URP Ltd.		SRIX083102	Nov-80
89	URP Ltd.		SRIX083103	Dec-80
89	URP Ltd.		SRIX083104	Dec-80
89	URP Ltd.		SRIX083105	Jan-81
89	URP Ltd.		SRIX083106	Jan-81
89	URP Ltd.		SRIX083107	Jan-81
Sub-Count Pool 89			8	
91	URP Ltd.		SRIX082900	10/1/2013
91	URP Ltd.		SRIX082901	10/1/2013
91	URP Ltd.		SRIX082902	10/1/2013
91	URP Ltd.		SRIX082903	10/1/2013
91	URP Ltd.		SRIX082904	10/1/2013
91	URP Ltd.		SRIX082905	10/1/2013
91	URP Ltd.		SRIX082906	10/1/2013
91	URP Ltd.		SRIX082907	10/1/2013
Sub-Count Pool 91			8	
UV	URP Ltd.		GLNX 023403	5/1/1989
UV	URP Ltd.		GLNX 023404	5/1/1989
UV	URP Ltd.		GLNX 023405	5/1/1989
UV	URP Ltd.		GLNX 023406	5/1/1989
UV	URP Ltd.		GLNX 023407	5/1/1989
UV	URP Ltd.		GLNX 023408	5/1/1989
UV	URP Ltd.		GLNX 023409	5/1/1989
UV	URP Ltd.		GLNX 023410	5/1/1989
UV	URP Ltd.		GLNX 023411	5/1/1989
UV	URP Ltd.		GLNX 023413	5/1/1989
UV	URP Ltd.		GLNX 023573	9/1/1992
UV	URP Ltd.		GLNX 023575	1/1/1992
UV	URP Ltd.		GLNX 023576	9/1/1992

United Rail Partners, Ltd.
Collateral Pool
As of August 29, 2014

Pool	Entity	Old Car #	New Car #	Built
UV	URP Ltd.		GLNX 023578	1/1/1992
UV	URP Ltd.		GLNX 023579	1/1/1992
UV	URP Ltd.		GLNX 023580	1/1/1992
UV	URP Ltd.		GLNX 023581	9/1/1992
UV	URP Ltd.		GLNX 023583	1/1/1992
UV	URP Ltd.		GLNX 023586	1/1/1992
UV	URP Ltd.		GLNX 023587	1/1/1992
Sub-Count Pool UV			20	
Pool GLNX TBD	URP, Ltd.		SJFX103	7/1/1989
Pool GLNX TBD	URP, Ltd.		SJFX106	7/1/1989
Pool GLNX TBD	URP, Ltd.		SJFX107	7/1/2007
Pool GLNX TBD	URP, Ltd.		SJFX142	7/1/2007
Pool GLNX TBD	URP, Ltd.		SJFX143	7/1/2007
Pool GLNX TBD	URP, Ltd.		SJFX144	7/1/2007
Sub-Count Pool			6	
Total Current Collateral Pool			300	