

9-258A032

**Texas State Bank**

3900 N 10th at Nolana  
P O Box 4797  
McAllen, Texas 78502-4797  
512/631-5401

September 8, 1989.

RECORDATION NO **16521** FILED 1425

SEP 15 1989 - 1 10 PM

Mrs. Mildred Lee  
Secretary  
Interstate Commerce Commission  
12th St. and Constitution Ave. Northwest  
Washington, D.C. 20423

SEP 15 1 07 PM '89  
UNITED STATES DEPT. OF JUSTICE

Re: Texas Railcar Leasing Company

Dear Mrs. Lee:

I have enclosed an original and one certified copy of the documents described below, to be recorded pursuant to section 11303 of title 49 of the U.S. code.

The documents are a security agreement, a primary document, dated August 22, 1989. A description of the equipment covered by the documents follows:

20 covered hopper railcars - 20 to 100 ton capacity - numbered as follows:  
TRLX 5040, 5041, 5042, 5043, 5044, 5045, 5046, 5047, 5048, 5049, 5050, 5051, 5052, 5053, 5054, 5055, 5056, 5057, 5058 and 5059.

Assignment of lease between TRLC and "El Arrenador" E. Industrias Conasupo, S.A.

and

(25) 100 ton 3,500 cubic feet covered top hopper railcars numbered:  
LRAX 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164.

A fee of \$26.00 is enclosed. Please return the original and any extra copies not needed by the commission for recordation to Mr. Curtis Brockman, Assistant Vice President, Texas State Bank, P.O. Box 5910, McAllen, Texas 78502.

Sincerely,

*Curtis Brockman*

Curtis Brockman  
Assistant Vice President



CB:vw  
Enclosure

**Interstate Commerce Commission**  
Washington, D.C. 20423

9/21/89

OFFICE OF THE SECRETARY

Curtis Brockman  
Texas State Bank  
3900 N.10th at Nolana  
P.O.Box 4797  
McAllen ,Texas 78502-4797

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 9/15/89 at 1:10pm, and assigned recordation number(s). 16521 & 16522

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

# SECURITY AGREEMENT

DATE AUGUST 22, 19 89

DEBTOR	TEXAS RAILCAR LEASING COMPANY	SECURED PARTY	TEXAS STATE BANK
BUSINESS OR RESIDENCE ADDRESS	P. O. BOX 1330	ADDRESS	3900 N. 10TH STREET
CITY, STATE & ZIP CODE	MCALLEN, TX 78502-1330	CITY, STATE & ZIP CODE	MCALLEN, TX 78501

**1. Security Interest and Collateral.** To secure the payment and performance of each and every debt, liability and obligation of every type and description which Debtor may now or at any time hereafter owe to Secured Party (whether such debt, liability or obligation now exists or is hereafter created or incurred, and whether it is or may be direct or indirect, due or to become due, absolute or contingent, primary or secondary, liquidated or unliquidated, or joint, several or joint and several; all such debts, liabilities and obligations being herein collectively referred to as the "Obligations"), Debtor hereby grants Secured Party a security interest (herein called the "Security Interest") in the following property (herein called the "Collateral") (check applicable boxes and complete information).

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(a)  INVENTORY  
 All inventory of Debtor, whether now owned or hereafter acquired and wherever located;

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(b)  EQUIPMENT, FARM PRODUCTS AND CONSUMER GOODS.  
 All equipment of Debtor, whether now owned or hereafter acquired, including but not limited to all present and future machinery, vehicles, furniture, fixtures, manufacturing equipment, farm machinery and equipment, shop equipment, office and recordkeeping equipment, parts and tools, and all goods described in any equipment schedule or list herewith or hereafter furnished to Secured Party by Debtor (but no such schedule or list need be furnished in order for the security interest granted herein to be valid as to all of Debtor's equipment)  
 All farm products of Debtor, whether now owned or hereafter acquired, including but not limited to (i) all poultry and livestock and their young, products thereof and produce thereof, (ii) all crops, whether annual or perennial, and the products thereof, and (iii) all feed, seed, fertilizer, medicines and other supplies used or produced by Debtor in farming operations. The real estate concerned with the above described crops growing or to be grown is.

and the name of the record owner is.

The following goods or types of goods.

20 COVERED HOPPER RAILCARS-20 TO 100 TON CAPACITY-NUMBERED AS FOLLOWS:  
TRLX 5040, 5041, 5042, 5043, 5044, 5045, 5046, 5047, 5048, 5049, 5050,  
5051, 5052, 5053, 5054, 5055, 5056, 5057, 5058 AND 5059. ASSIGNMENT OF  
LEASE BETWEEN TRLC AND "EL ARRENADOR" E. INDUSTRIAS CONASUPO, S.A.

(c)  ACCOUNTS AND OTHER RIGHTS TO PAYMENT:

Each and every right of Debtor to the payment of money, whether such right to payment now exists or hereafter arises, whether such right to payment arises out of a sale, lease or other disposition of goods or other property by Debtor, out of a rendering of services by Debtor, out of a loan by Debtor, out of the overpayment of taxes or other liabilities of Debtor, or otherwise arises under any contract or agreement, whether such right to payment is or is not already earned by performance, and howsoever such right to payment may be evidenced, together with all other rights and interests (including all liens and security interests) which Debtor may at any time have by law or agreement against any account debtor or other obligor obligated to make any such payment or against any of the property of such account debtor or other obligor, all including but not limited to all present and future debt instruments, chattel papers, accounts, and loans and obligations receivable

THE STATE OF TEXAS  
 COUNTY OF HIDALGO

(d)  GENERAL INTANGIBLES

All general intangibles of Debtor, whether now owned or hereafter acquired, including, but not limited to, applications for patents, patents, copyrights, trademarks, trade secrets, good will, tradenames, customer lists, permits and franchises, the right to use Debtor's name, and tax refunds

THIS IS TO CERTIFY THAT THE ABOVE AND  
 REFERRED TO INSTRUMENT IS A TRUE AND CORRECT  
 COPY OF THE ORIGINAL

together with all substitutions and replacements for and products of any of the foregoing property not consisting of consumer goods and together with proceeds of any and all of the foregoing property and, in the case of all tangible Collateral, together with all accessions and, in the case of consumer goods, together with (i) all accessories, attachments, parts, equipment and repairs now or hereafter attached or affixed to or used in connection with any such goods, and (ii) all warehouse receipts, bills of lading and other documents of title now or hereafter covering such goods

**2. Representations, Warranties and Agreements.** Debtor represents, warrants and agrees that:

(a) Debtor is  an individual,  a partnership,  a corporation and, if Debtor is an individual, the Debtor resides at the address of Debtor shown at the beginning of this Agreement

(b) The Collateral will be used primarily for  personal, family or household purposes,  farming operations,  business purposes

(c)  If any part or all of the tangible Collateral will become so related to particular real estate as to become a fixture, the real estate concerned is.

and the name of the record owner is.

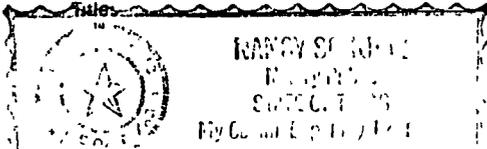
(d) Debtor's chief executive office is located at \_\_\_\_\_ or, if left blank, at the address of Debtor shown at the beginning of this Agreement.

THIS AGREEMENT CONTAINS ADDITIONAL PROVISIONS SET FORTH ON THE REVERSE SIDE HEREOF,  
 ALL OF WHICH ARE MADE A PART HEREOF

By CURTIS BROCKMAN,  
 Title ASSISTANT VICE PRESIDENT

By HENRY NOVELL,  
 Title PRESIDENT

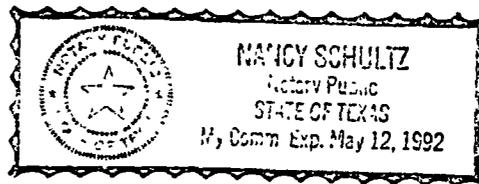
Subscribed to and sworn before me this  
 22nd day of August, 1989.



State of Texas  
County of Hidalgo

This instrument was acknowledged before me on the 22nd day of August, 1989,  
by Henry Novell, Sole Proprietor, of Texas Railcar Leasing Company on be-  
half of said corporation.

*Nancy Schultz*  
\_\_\_\_\_  
Notary Public



State of Texas  
County of Hidalgo

This instrument was acknowledged before me on the 22nd day of August, 1989,  
by Curtis Brockman, Assistant Vice President of Texas State Bank, McAllen,  
Texas, a Texas Corporation, on behalf of said corporation.

*Nancy Schultz*  
\_\_\_\_\_  
Notary Public

