

RECORDATION NO. 30017-B FILED

October 10, 2013

OCT 22 '13 -3 24 PM

Caroleene Hardee

*Via Federal Express Overnight*

SURFACE TRANSPORTATION BOARD

chardee@coxsmith.com

210.554.5294

Chief, Section of Administration  
 Surface Transportation Board  
 395 E Street, SW  
 Washington, DC 20423-0001

Re: Recordation of Amendment to Security Agreement

Dear Chief:

I have enclosed an original and one copy/counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an amendment to security agreement, a primary document, dated effective September 18, 2013.

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

Borrower:

Rio Grande Chemical, Ltd., a Texas limited partnership  
 901 Lindberg  
 McAllen, Texas 78502

Lender:

Compass Bank, an Alabama state banking corporation  
 3900 N. 10<sup>th</sup> Street  
 McAllen, Texas 78501



A description of the equipment covered by the document follows:

1. Fifty (50) Covered Hopper Railcars, car mark and numbers RGCX 1592 to RGCX 1641, as more particularly described in Railcar Net Leasing Agreement, dated February 25, 1997 with Exhibit E of Rider No. 7 dated June 13, 2013, by and between Rio Grande Chemical, Ltd., a Texas limited partnership (formerly known as Rio Grande Chemical Sales Company) (Lessor) and Essroc Cement Corp., a Pennsylvania corporation (Lessee).

A fee of Forty Four and No/100 Dollars (\$44.00) is enclosed. Please return the original and any extra, file-stamped copies not needed by the Commission for recordation to Caroleene Hardee at 112 East Pecan Street, Suite 1800, San Antonio, Texas 78205-1521.

COX SMITH MATTHEWS INCORPORATED

112 East Pecan Street | Suite 1800

San Antonio, TX 78205

210 554 5500 tel | 210 226 8395 fax

COXSMITH.COM

Section of Administration, Surface Transportation Board  
October 10, 2013  
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A short summary of the document to appear in the index follows:

“Amendment, dated effective September 18, 2013, to that certain Security Agreement dated November 21, 2011 between Rio Grande Chemical, Ltd., a Texas limited partnership, and Compass Bank, an Alabama banking corporation, organized and existing under the laws of the State of Alabama and covering fifty (50) Covered Hopper Railcars, car mark and numbers RGCX 1592 to RGCX 1641”

Yours truly,

A handwritten signature in cursive script, appearing to read "Caroleene Hardee".

Caroleene Hardee

Encls.

**AFFIDAVIT OF TRUE AND CORRECT COPY**

STATE OF TEXAS                    §  
  §  
COUNTY OF BEXAR               §

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared CAROLEENE HARDEE, known to me to be a credible person, who, being by me first duly sworn, upon her oath stated as follows:

“My name is Caroleene Hardee. I am over twenty-one (21) years of age, of sound mind and fully competent to execute this Affidavit.

On October 11, 2013, I personally compared the copy of the Amendment to Security Agreement dated effective September 18, 2013 between Compass Bank, an Alabama banking corporation, as Secured Party, and Rio Grande Chemical, Ltd., a Texas limited partnership, as Debtor, attached hereto and incorporated herein as Exhibit A, to the original and found the copy to be complete and identical in all respects to the original document.”

I do hereby certify that the copy of Exhibit A attached hereto is the copy referred to in the foregoing affidavit.

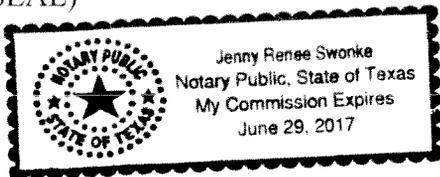
I do hereby certify under penalty of perjury that the foregoing is true and correct.

*Caroleene Hardee*  
Signature of Affiant

STATE OF TEXAS                    §  
  §  
COUNTY OF BEXAR               §

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED to before me, on this 11<sup>th</sup> day of October, 2013, to certify which witness my hand and seal of office.

(SEAL)



*Jenny Renee Swonke*  
Notary Public in and for the State of Texas  
Printed Name: Jenny Renee Swonke  
My Commission Expires: June 29, 2017

Exhibit A – Amendment to Security Agreement dated effective September 18, 2013

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**AMENDMENT TO SECURITY AGREEMENT**  
**(\$1,482,697.16 loan dated effective November 21, 2011)**

SURFACE TRANSPORTATION BOARD

The parties to this AMENDMENT TO SECURITY AGREEMENT ("Amendment"), made effective as of September 18, 2013, are **RIO GRANDE CHEMICAL, LTD.**, a Texas limited partnership ("Debtor"), whose organizational number with the State of Texas is 0800129766 and whose principal place of business is 901 Lindberg, McAllen, Texas 78502, and **COMPASS BANK**, an Alabama corporation ("Secured Party"), whose address is 3900 N. 10<sup>th</sup> Street, 2<sup>nd</sup> Floor, McAllen, Texas 78501. For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Debtor hereby agrees with Secured Party as follows:

1. Background. Debtor executed that certain Security Agreement dated effective November 21, 2011 ("Security Agreement") in favor of Secured Party, by which the Debtor pledged and granted to Secured Party a continuing security interest in the Collateral, as defined in the Security Agreement, in connection with the execution of a promissory note of even date therewith, made by Debtor payable to the order of Secured Party in the principal face amount of **One Million Four Eighty Two Thousand Six Hundred Ninety Seven and 16/100 Dollars (\$1,482,697.16)**, which promissory note evidences a loan ("Loan") made to Debtor and memorialized in the loan agreement of even date therewith between Debtor and Secured Party (as they may have been renewed, extended, amended, or supplemented by one or more documents, if any, herein called the "Note" and the "Loan Agreement," with the Note being confirmed by the undersigned as the only Note applicable to the Loan).

2. Railcar Net Leasing Agreements. The Collateral pledged and granted to the Secured Party by means of the Security Agreement included certain Railcar Net Leasing Agreements described on **Schedule 2** attached thereto. The existing Railcar Net Leasing Agreements have expired and the Debtor has entered into new Railcar Net Leasing Agreements affecting the Collateral, which leases are being assigned to the Secured Party by that certain Assignment of Leases and Rents and Other Income of even date herewith. As such, the Debtor and the Secured Party agree to make certain changes to the Security Agreement, as specified below.

3. Amendment. The Security Agreement shall be modified as follows:

The current **Schedule 2** of the Security Agreement shall be replaced in its entirety with the **Schedule 2** attached hereto as Exhibit "A" and incorporated herein for all purposes.

All other terms of the Security Agreement remain unchanged.

4. Ratification; Controlling Agreement; Applicable Law. The Security Agreement, Note, Loan Agreement, and all other documents, assignments, transfers, liens and security rights pertaining to it are hereby ratified and confirmed as valid, subsisting and continuing in full force and effect as modified hereby. Debtor promises to pay the Note to the order of Secured Party in accordance with its terms. This Amendment does not waive any default or any right of Secured Party including but not limited to any rights Secured Party may have against any person not a party hereto.

5. Consent of Guarantor(s)/Grantor(s). Each party who is a guarantor, or a grantor of collateral, with respect to the Loan hereby agrees that such party's guaranty and/or collateral agreement(s) is/are and shall continue in full force and effect for the benefit of Secured Party undiminished and unimpaired in any way by this Amendment.

6. Notice of Final Agreement. This Amendment is the entire agreement between the parties with respect to modifications of the Security Agreement provided for herein and supersedes all prior conflicting or inconsistent agreements, consents and understandings relating to such subject matter. The following notice is applicable only if the original amount of the Note was in excess of \$50,000.00 and the Note was originally executed on or after September 1, 1989:

**"THE WRITTEN LOAN AGREEMENT REPRESENTS THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES.**

**THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN PARTIES."**

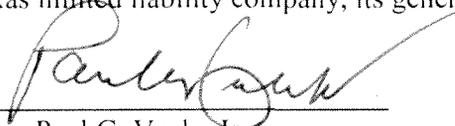
*[Signatures appear on following page]*

Signature Page – Amendment to Security Agreement

**DEBTOR:**

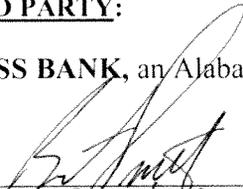
**RIO GRANDE CHEMICAL, LTD.,**  
a Texas limited partnership

By: Rio Grande Chemical (GP), L.L.C.,  
a Texas limited liability company, its general partner

By:   
Name: Paul G. Veale, Jr.  
Title: Manager

**SECURED PARTY:**

**COMPASS BANK**, an Alabama banking corporation.

By:   
Name: Brent Smith  
Title: VP

*(Acknowledgements Appear on Following Page)*

THE STATE OF TEXAS       §  
  §  
COUNTY OF Hidalgo       §

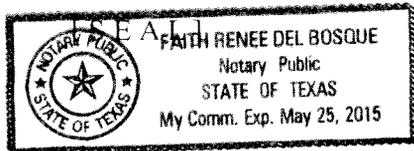
This instrument was acknowledged before me this 18<sup>th</sup> day of September, 2013, by Paul G. Veale, Jr., Manager of Rio Grande Chemical (GP), L.L.C., as the general partner of Rio Grande Chemical, Ltd., a Texas limited partnership, on behalf of said limited partnership.



Dorothy Thomas  
Notary Public, State of Texas  
A rectangular notary seal for Dorothy Thomas, Notary Public, State of Texas. The seal includes a five-pointed star and the text "DOROTHY THOMAS", "MY COMMISSION EXPIRES", and "October 15, 2016".

THE STATE OF TEXAS       §  
  §  
COUNTY OF Hidalgo       §

This instrument was acknowledged before me this 11 day of September, 2013, by Brent Smith, Vice President of Compass Bank, an Alabama banking corporation, on behalf of said corporation.



Faith Renee Del Bosque  
Notary Public, State of Texas

**EXHIBIT "A"**

**SCHEDULE 2  
TO  
SECURITY AGREEMENT  
DATED NOVEMBER 21, 2011  
BY AND BETWEEN**

**Rio Grande Chemical, Ltd.,  
a Texas limited partnership**

**and**

**COMPASS BANK**

1. Railcar Net Leasing Agreement, dated February 25, 1997 with Exhibit E-Rider No. 7 (attached hereto as Schedule B-1) (but only as it applies to the 50 railcars marked RGCX 1592 to RGCX 1641), by and between Rio Grande Chemical, Ltd., a Texas limited partnership (formerly known as Rio Grande Chemical Sales Company) (Lessor) and Essroc Cement Corp., a Pennsylvania corporation (Lessee), and proceeds thereof (including, but not limited to, any renewals, extensions and modifications of the foregoing described Railcar Net Leasing Agreement, and any new lease agreements executed by Debtor and applicable to the foregoing described railcars).