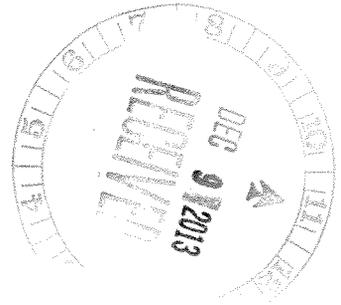


November 27, 2013

RECORDATION NO. 31001 FILED

DEC 09 '13 -4 20 PM

SURFACE TRANSPORTATION BOARD



Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement and Collateral Assignment of Lease, dated as of November 7, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and address of the parties to the enclosed document are:

Secured Party: Great Southern Bank
1451 East Battlefield
Springfield, MO 65804

Debtors: Eagle Everest, LLC
5430 LBJ Freeway, Suite 1575
Dallas, TX 75240-2641

A description of the railroad equipment covered by the enclosed document is:

46 covered hopper cars: HWCX 1000, 1003-1006, 1009, 1010, 1012-1019,
1021-1038, 1040, 1042-1046, 1048-1053, 1055.

A short summary of the document to appear in the index is:

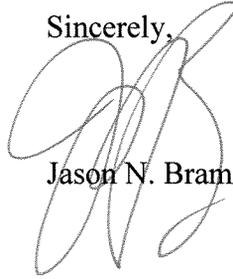
Memorandum of Security Agreement and Collateral Assignment of Lease.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Chief
Surface Transportation Board
November 27, 2013
Page 2

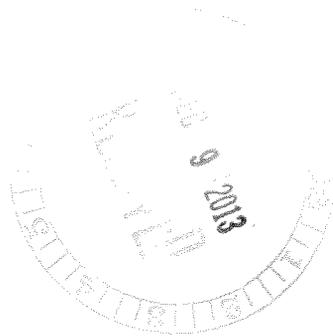
Sincerely,

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the bottom.

Jason N. Bramlett

JNB/vjb

Enclosures



Execution Copy

**MEMORANDUM OF SECURITY AGREEMENT AND
COLLATERAL ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT OF LEASE, dated as of November 7, 2013, by and between GREAT SOUTHERN BANK ("Secured Party"), and EAGLE EVEREST, LLC ("Borrower"), is made with reference to the following:

1. Secured Party has agreed to make available to Borrower a loan secured under that certain Security Agreement dated as of November 7, 2013 (the "Security Agreement"), between Secured Party and Borrower.

2. As additional security for Secured Party agreeing to make available to Borrower a loan secured under the Security Agreement, Borrower has entered into with Secured Party that certain Collateral Assignment of Lease dated as of November 7, 2013 (the "Collateral Assignment").

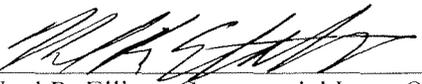
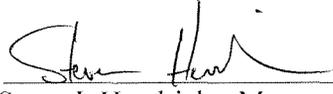
3. Pursuant to the Security Agreement, Borrower grants to Secured Party a security interest in all of Borrower's right, title and interest in and to: (i) the rail cars described on Exhibit A attached hereto and made a part hereof an in and against all additions, attachments, accessories and accessions to such property and all substitutions, replacements or exchanges therefor, (ii) all leases and utilization agreements with respect to such property, including the Railcar Master Lease Agreement, dated as of December 7, 2005, between Eagle Everest LLC and Halliburton Energy Services, Inc. (Railcar Master Lease No. HES-805) and Supplement No. 01, dated December 7, 2005, and any and all rents and other amounts payable thereunder or in connection therewith and all chattel paper, accounts, security deposits relating thereto, and (iii) all insurance and/or other proceeds thereof.

4. The Security Agreement shall be effective as of the date hereof.

This Memorandum of Security Agreement and Collateral Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one (1) Memorandum of Security Agreement and Collateral Assignment of Lease.

[Remainder of Page Intentionally Blank; Signature Page Follows]

IN WITNESS WHEREOF, each of the parties has caused this Memorandum of Security Agreement and Collateral Assignment of Lease to be executed by its duly authorized officer as of the date first above written.

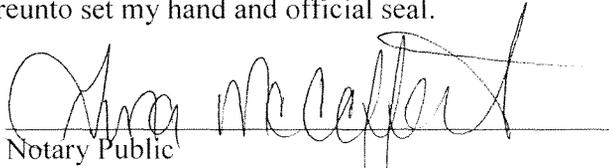
SECURED PARTY: GREAT SOUTHERN BANK By:  Neal R. Elliott, Commercial Loan Officer	DEBTOR: EAGLE EVEREST, LLC By:  Steve J. Hendricks, Manager By: _____ Lawrence E. Steinberg, Manager
--	---

STATE OF ARKANSAS)
) ss.
COUNTY OF BENTON)

ACKNOWLEDGMENT

On this 20th day of November, 2013, before me, the undersigned, a Notary Public within and for said County and State, personally appeared **Neal R. Elliott**, to me personally known (or satisfactorily proven), who being by me duly sworn, did say that he is a Commercial Loan Officer of **GREAT SOUTHERN BANK**, a Missouri state chartered trust company, and was duly authorized in that capacity to execute the foregoing instrument for and in the name and behalf of said banking institution, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, use and purposes therein mentioned and set forth.

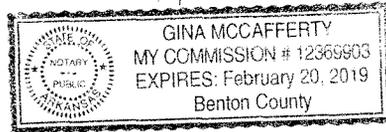
IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Notary Public

My Commission Expires:

02.20.2019



STATE OF Arkansas)
) ss.
COUNTY OF Washington)

ACKNOWLEDGMENT

On this 19th day of November, 2013, before me, the undersigned, a Notary Public within and for said County and State, personally appeared **STEVE J. HENDRICKS**, to me personally known (or satisfactorily proven), who being by me duly sworn, did say that he is a Manager of **EAGLE EVEREST, LLC**, a Texas limited liability company, and was duly authorized in such capacity to execute the foregoing instrument for and in the name and behalf of said Eagle Everest, LLC, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, use and purposes therein mentioned and set forth.

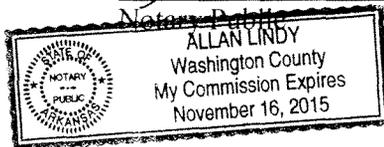
IN WITNESS WHEREOF I have hereunto set my hand and official seal.



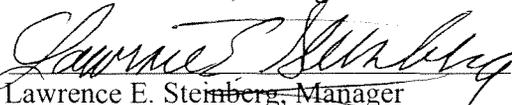
Notary Public

My Commission Expires:

Nov 16, 2015



IN WITNESS WHEREOF, each of the parties has caused this Memorandum of Security Agreement and Collateral Assignment of Lease to be executed by its duly authorized officer as of the date first above written.

SECURED PARTY: GREAT SOUTHERN BANK By: _____ Neal R. Elliott, Commercial Loan Officer	DEBTOR: EAGLE EVEREST, LLC By: _____ Steve J. Hendricks, Manager By:  Lawrence E. Stenberg, Manager
--	--

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

ACKNOWLEDGMENT

On this 18th day of November, 2013, before me, the undersigned, a Notary Public within and for said County and State, personally appeared **LAWRENCE E. STEINBERG**, to me personally known (or satisfactorily proven), who being by me duly sworn, did say that he is a Manager of **EAGLE EVEREST, LLC**, a Texas limited liability company, and was duly authorized in such capacity to execute the foregoing instrument for and in the name and behalf of said Eagle Everest, LLC, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for the consideration, use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

My Commission Expires:

Madge M. Cooper
Notary Public

05/24/16

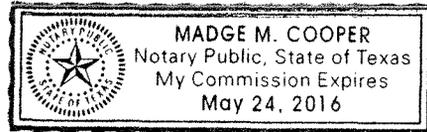


EXHIBIT A

Car Mark	Care Type	Year Built		Car Mark	Care Type	Year Built
HWCX 1000	C112	1967		HWCX 1029	C112	1967
HWCX 1003	C112	1967		HWCX 1030	C112	1967
HWCX 1004	C112	1967		HWCX 1031	C112	1967
HWCX 1005	C112	1967		HWCX 1032	C112	1967
HWCX 1006	C112	1967		HWCX 1033	C112	1967
HWCX 1009	C112	1967		HWCX 1034	C112	1967
HWCX 1010	C112	1967		HWCX 1035	C112	1967
HWCX 1012	C112	1967		HWCX 1036	C112	1967
HWCX 1013	C112	1967		HWCX 1037	C112	1967
HWCX 1014	C112	1967		HWCX 1038	C112	1967
HWCX 1015	C112	1967		HWCX 1040	C112	1967
HWCX 1016	C112	1967		HWCX 1042	C112	1967
HWCX 1017	C112	1967		HWCX 1043	C112	1967
HWCX 1018	C112	1967		HWCX 1044	C112	1967
HWCX 1019	C112	1967		HWCX 1045	C112	1967
HWCX 1021	C112	1967		HWCX 1046	C112	1967
HWCX 1022	C112	1967		HWCX 1048	C112	1967
HWCX 1023	C112	1967		HWCX 1049	C112	1967
HWCX 1024	C112	1967		HWCX 1050	C112	1967
HWCX 1025	C112	1967		HWCX 1051	C112	1967
HWCX 1026	C112	1967		HWCX 1052	C112	1967
HWCX 1027	C112	1967		HWCX 1053	C112	1967
HWCX 1028	C112	1967		HWCX 1055	C112	1967