

R. Harry Akin

Law Offices  
**AKIN & AKIN, L.L.P.**  
3008 Dawn Drive, Suite 107  
Georgetown, Texas 78628-2822  
Phone: (512) 930-4177  
Facsimile: (512) 930-4864

Austin Office:  
Bank of America Center  
515 Congress Ave., Suite 2024  
Austin, Texas 78701  
Phone: (512) 476-6258  
Facsimile: (512) 469-0212

June 16, 2016

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO. 32235 FILED

JUN 21 2016 -12:20 PM

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49.U.S.C. Section 11301(a) are duplicate originals of a Memorandum of Security Agreement, dated as of June 9, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

We request that this document be cross-indexed.

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

Borrower/Mortgagor

Border Pacific Railroad Company  
804B W. Main Street  
Rio Grande City, Texas 78582

Lender/Mortgagee

Vantage Bank Texas  
45 N E Loop 410, Suite 500  
San Antonio, TX 78216

A description of the railroad equipment covered by the enclosed document is a 1978 General Motors GP-9 locomotive, serial number NREX2258.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Please return a stamped copy of the enclosed document to the undersigned.

A short summary of the document to appear in the index is as follows: a memorandum giving notice of the granting by Border Pacific Railroad Company, as Mortgagor, to Vantage Bank Texas, as Mortgagee, of a security interest in the locomotive described above.

Sincerely,

  
R. Harry Akin

RECORDATION NO. 32235 FILED

JUN 21 2016 12:20 PM

SURFACE TRANSPORTATION BOARD

---

**MEMORANDUM OF SECURITY AGREEMENT**

dated as of June 9, 2016,

between

**BORDER PACIFIC RAILROAD COMPANY,**  
a Texas corporation,  
as Borrower

and

**VANTAGE BANK TEXAS,**  
as Lender

---

**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. §11301**

**MEMORANDUM OF SECURITY AGREEMENT**

THIS MEMORANDUM OF SECURITY AGREEMENT, dated as of June 9, 2016, by and between **BORDER PACIFIC RAILROAD COMPANY (“Borrower”)**, a Texas corporation, and **VANTAGE BANK TEXAS (“Lender”)**:

1. Lender has made loan to Borrower pursuant to a Promissory Note and Loan Agreement. Payment of said loan is secured by a Security Agreement.
2. Pursuant to said Security Agreement, Borrower grants to Lender a security interest in and to the following:
  - (i) 1978 General Motors GP-9 locomotive, serial number NREX2258; and
  - (ii) all proceeds of the foregoing.
3. This Memorandum of Security Agreement may be executed in multiple counterparts, all of which taken together shall constitute one original instrument binding on the parties, notwithstanding that all parties are not signatories to the same counterpart.

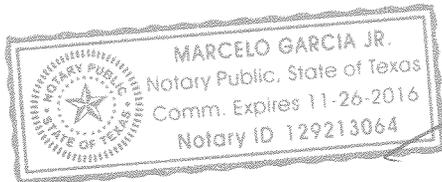
IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Security Agreement to be executed by its duly authorized officer or representative as of the date first above written.

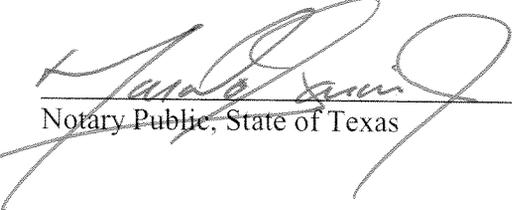
**BORDER PACIFIC RAILROAD COMPANY,  
a Texas corporation**

By:   
\_\_\_\_\_  
**SAMUEL F. VALE, President**

THE STATE OF TEXAS           §  
  §  
COUNTY OF Star               §

I hereby certify that on this 9<sup>th</sup> day of June, 2016, before me, personally appeared **SAMUEL F. VALE**, to me personally known, who, being by me duly sworn, acknowledged himself to be the President of **BORDER PACIFIC RAILROAD COMPANY**, a Texas corporation, and acknowledged that he, as such President, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of **BORDER PACIFIC RAILROAD COMPANY** by himself as President.



  
\_\_\_\_\_  
Notary Public, State of Texas

VANTAGE BANK TEXAS

BY: *[Signature]*

DINA MURILLO, Senior Vice President

THE STATE OF TEXAS

§

COUNTY OF Hidalgo

§

§

I hereby certify that on this 13 day of June, 2016, before me, personally appeared **DINA MURILLO**, to me personally known, who, being by me duly sworn, acknowledged herself to be the Senior Vice President of VANTAGE BANK TEXAS, a state chartered banking association, and acknowledged that she, as such Senior Vice President, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of VANTAGE BANK TEXAS by herself as Senior Vice President.

*[Signature]*  
Notary Public, State of Texas

