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ATTORNEY AND COUNSELOR AT LAW  
SAN ANTONIO, TEXAS 78216

10586 A  
RECORDATION NO. .... Filed 1425

JUL 3 1979 -2 20 PM

July 2, 1979

INTERSTATE COMMERCE COMMISSION

Ms. Joseph Lee  
Interstate Commerce Commission  
12th and Constitutional Ave., N.W.  
Washington, D. C. 20423

10586  
RECORDATION NO. .... Filed 1425  
JUL 3 1979 -2 20 PM

No. 9-124AC85  
Date JUL 3 1979  
Fee \$ 60.00  
ICC Washington, D. C.

Dear Ms. Lee:

INTERSTATE COMMERCE COMMISSION

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Section 1116 of Title 49 of the Code of Federal Regulations, there is submitted herewith for filing and recordation a Security Agreement and a Bill of Sale of dump rail cars used or intended for use in connection with interstate commerce. Please note that the Security Agreement covers 25 new dump rail cars as are hereinafter described, and 10 used dump rail cars as are hereinafter described. The Bill of Sale covers only the 25 new dump rail cars. The enclosed instruments are described as follows:

1. Three (3) executed originals of a Security Agreement dated July 2, 1979, by and between Texas Commerce Bank--San Antonio, as Secured Party, and RailTex, Inc., as Debtor; and
2. Three (3) executed originals of a Bill of Sale dated June 28<sup>TH</sup>, 1979, between Ortner Freight Car Company, as Seller, and RailTex, Inc., as Buyer.

The 25 new dump rail cars described in the Security Agreement and the Bill of Sale are described as follows:

Twenty-Five (25) New "Rapid Discharge" TM Self-Clearing Bottom Dump Rail Cars, manufactured by Ortner Freight Car Company, Model No. OC-5025 (100-ton), Specification No. EX-279, having AAR Mechanical Designation HTS, and AAR Car Type Code K340 with cubic capacity of 2300 cubic feet. Cars are marked TRAX (WRRC) 1050 through 1074, both inclusive.

The Bill of Sale covers only the 25 new dump rail cars above described.

\* Also enclosed is cashier's check in the amount of \$60.00 for payment of the recordation fee.

The address of the Debtor, RailTex, Inc., is Suite 206, 4901 Broadway, San Antonio, Texas 78209; and the address of the Mortgagee, Texas Commerce Bank--San Antonio, is 512 Highland Boulevard, San Antonio, Texas 78210.

\* The 10 used dump rail cars described in the Security Agreement are as follows:

Ten (10) Used, Open-top hopper cars having AAR Mechanical Designation HT, AAR Car Type Code H150, having road numbers TRAX 110-119, inclusive. These cars are 70-ton capacity, 2608 cubic feet capacity.

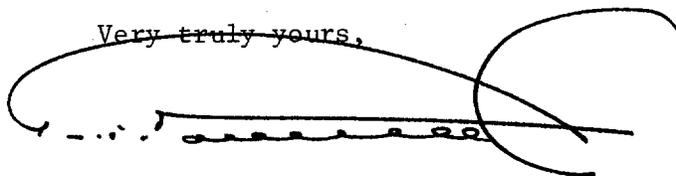
*C. Cantley*

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OPERATION DIV.

Ms. Joseph Lee  
Page 2  
July 2, 1979

Please return an original counterpart of each of the enclosed instruments, with filing data noted thereon, to Mr. Philip E. Nelson, Senior Vice-President, Texas Commerce Bank--San Antonio, Post Office Box 10250, San Antonio, Texas 78210. If you need additional information with regard to these instruments or this transaction, please contact the undersigned. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be "George F. Manning", written over a horizontal line. The signature is stylized with a large loop on the right side.

George F. Manning

GFM/acc

Enclosures

