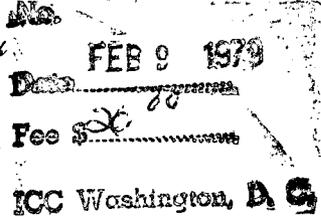


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February 5, 1979

Ms. Mildred Lee
Room 1227
Office of the Secretary of the
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 9867-B + 9867-1 Filed 1425

FEB 9 1979 - 3 35 PM

INTERSTATE COMMERCE COMMISSION

Re: Recordation Pursuant to
49 U.S.C.A. § 20(c) of
Statement of New Numbers
and Partial Release of
Security Interest Relating
to Railroad Cars

Dear Ms. Lee:

Pursuant to 49 U.S.C.A. § 20(c) and in accordance with 49 C.F.R. § 1116, enclosed for recordation are the original and two executed counterparts of a Statement of New Numbers and of a Partial Release of Security Interest, described below. Also enclosed is a check in the amount of \$20.00 in payment of the recordation fee.

The parties to the documents are as follows:

Debtor: RailTex, Inc.
300 Elizabeth Road
San Antonio, Texas 78209

Secured Party: Hixon Venture Company
341 Milam Building
San Antonio, Texas 78205

FEE OPERATIONS SR.
T.O.C.
FEB 9 9 30 PM '79

These documents relate to 50 "Open-Top Hopper" railroad cars identified as the Collateral in a Security Agreement between the above parties dated November 20, 1978, and filed

Matthews, Nowlin, Macfarlane & Barrett

Ms. Mildred Lee
Page Two
February 5, 1979

for recordation in your office at 3:00 p.m. November 27, 1978, File No. 9867; and to a second Security Agreement between the parties granting a security interest in all leases of one or more of said railroad cars, also filed on the above date, File No. 9867A.

The "Statement of New Numbers" states the correct identification numbers of the 50 railroad cars, 35 of which are described incorrectly in said Security Agreements. The correct identification numbers are as follows:

<u>Former Numbers</u> (As stated in Security Agreements of 11/20/78)	<u>New Numbers</u>
TRAX 120 through TRAX 169, inclusive	TRAX 120 through TRAX 134, inclusive
	TRAX 200 through TRAX 230, inclusive
	TRAX 300 through TRAX 303, inclusive

The "Partial Release of Security Interest" states that the Secured Party releases its security interest in 17 of said railroad cars, described in said Release by their corrected identification numbers, as follows:

TRAX 120 through TRAX 133, inclusive,
TRAX 200, TRAX 201 and TRAX 202

Should you have any questions or need further information, please contact the undersigned by collect telephone call at (512) 226-4211.

Please return the file stamped originals to the undersigned.

Very truly yours,

MATTHEWS, NOWLIN, MACFARLANE &
BARRETT

By John D. Fisch
John D. Fisch

JDF/set
Enclosures
CERTIFIED MAIL NO. 249520
RETURN RECEIPT REQUESTED

Interstate Commerce Commission
Washington, D.C. 20423

3/5/79

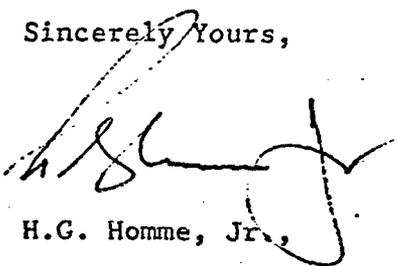
OFFICE OF THE SECRETARY

John D. Fisch
Matthews, Nowlin, MacFarlane & Darrett
1500 Alamo Natl. Bldg.
San Antonio, Texas 78205

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 2/9/79 at 3:55pm, and assigned recordation number(s) 9887-D & 9887-C

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

FEB 9 1979 -3 35 PM

STATEMENT OF NEW NUMBERS INTERSTATE COMMERCE COMMISSION

The undersigned Debtor, being the owner of 50 "Open-Top Hopper" railroad cars subject to two Security Agreements dated November 20, 1978, securing one certain Promissory Note of even date signed by Debtor payable to the order of Hixon Venture Company, 341 Milam Building, San Antonio, Texas 78205, in the original principal sum of \$150,000.00; said Security Agreements having been filed for recordation with the Interstate Commerce Commission, Recordation No. 9867, dated 3:00 p.m. November 27, 1978, and No. 9867A, dated 2:20 p.m. November 27, 1978; said Security Agreements granting a security interest in such cars (in No. 9867) and in all leases of one or more of such cars (in No. 9867A), to Hixon Venture Company, (the "Secured Party" therein) by the undersigned Debtor, hereby REPRESENTS and WARRANTS that the identification numbers of the cars stated in the Security Agreements are incorrect, and that the cars listed in said Security Agreements now bear the following identification numbers:

<u>Former Numbers</u> (As stated in Security Agreements of 11/20/78)	<u>New Numbers</u>
TRAX 120 through TRAX 169, inclusive	TRAX 120 through TRAX 134, inclusive
	TRAX 200 through TRAX 230, inclusive
	TRAX 300 through TRAX 303, inclusive

All other warranties, covenants, terms and agreements of the Security Agreements remain as therein stated.

RAILTEX, INC.

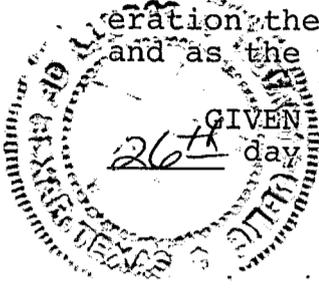
DATED: January 26, 1979

By Bruce M. Flohr
Bruce M. Flohr, President

STATE OF TEXAS §

COUNTY OF BEXAR §

BEFORE ME, the undersigned authority, on this day personally appeared Bruce M. Flohr, President of RailTex, Inc., a corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.



GIVEN under my hand and seal of office on this the 26th day of January, 1979.

Susan E. Tyree
Notary Public in and for
Bexar County, Texas

SUSAN E. TYREE
Notary Public, Bexar County, Texas