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 DUANE F. EMMERT  
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 P. MICHAEL HEBERT  
 THOMAS O. BARTON

LAW OFFICES

**McGINNIS, LOCHRIDGE & KILGORE** RECEIVED

FIFTH FLOOR, TEXAS STATE BANK BUILDING  
 900 CONGRESS AVENUE  
 AUSTIN, TEXAS 78701  
 TELEPHONE (512) 476-6982

SEP 20 3 53 PM '76

I. C. C. ROBERT W. CALVERT  
 FEE OPERATION BY COUNSEL  
 RECORDATION NO. 8483 Filed & Recorded

SEP 24 1976 12 59 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8483 / A Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8483 / B Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

September 17, 1976

6-264A104  
 No. 6-264A104  
 Date SEP 20 1976  
 Fee \$ 100 - 70 = 30  
 ICC Washington, D. C.

Interstate Commerce Commission  
 12th and Constitution Avenue, N.W.  
 Washington, D. C. 20423

Attention: Railroad Documentation

Gentlemen:

Pursuant to the provisions of Section 1116.4 of Chapter X of the Regulations of the Interstate Commerce Commission, the following letter is hereby submitted.

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

Mortgagor, Debtor  
 Lessor, and Assignor  
 of Lease:

John W. Hancock, Sr.  
 1000 Pecan  
 El Campo, Texas

Lessee:

Richmond Leasing Co.  
 777 South Post Oak Road  
 Houston, Texas 77027  
 INTERSTATE COMMERCE COMMISSION  
 RECEIVED

Mortgagee, Secured  
 Party and Assignee  
 of Lease:

Texas State Bank  
 900 Congress Avenue  
 Austin, Texas 78701  
 SEP 20 1976  
 ADMINISTRATIVE SERVICES  
 MAIL UNIT

Guarantor:

None

This filing is to record and perfect Texas State Bank's security interest in the railroad tank cars described below, and any and all additions, accessories, accessions, and attachments thereto and

Interstate Commerce Commission  
September 17, 1976

Page 2

substitutions and replacements therefor, and all Management Agreements, leases, and chattel paper related thereto, all proceeds (hereinafter defined) of any of the foregoing, and all monies, income, increase, benefits and products attributable to the foregoing, or accruing thereto. The term "proceeds" shall have the same meaning as used in Chapter Nine of the Uniform Commercial Code as now or hereafter adopted in the State of Texas and shall include (without limitation) all accounts, general intangibles, instruments, documents, monies, insurance, chattel paper, income, and other property, benefits or rights of whatever kind or nature arising from, attributable to or accruing from any and all sales, leases or other dispositions of any or all of the aforesaid Collateral, and to record and perfect Texas State Bank's security interest in the Lessor's interest in a certain lease ("Management Agreement") of said railroad tank cars between John W. Hancock as Lessor and Richmond Leasing Co. as Lessee, and the collateral assignment of said lease ("Management Agreement") by Lessor to Texas State Bank ("Assignment of Lease").

A general description of the railroad equipment covered by the lease and assignment thereof is as follows:

Ten (10) 23,500 gallon nominal capacity tank cars, DOT 111A100W3, coiled and insulated; with 100-ton roller bearing trucks bearing the following identifying marks and car numbers:

RTMX 2401, RTMX 2395, RTMX 2396, RTMX  
2397, RTMX 2364, RTMX 2366, RTMX 2399,  
RTMX 2400, RTMX 2394, RTMX 2376.

The owner of the aforementioned tank cars is John W. Hancock, Sr.

Enclosed are three executed counterparts of the Security Agreement, Assignment of Lease, and Consent to Collateral Assignment, as required by ICC Rules and a check for \$100.00 to cover the filing fee.

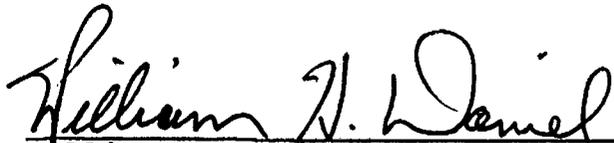
The original documents should be returned to Texas State Bank, c/o McGinnis, Lochridge & Kilgore, Fifth Floor Texas State Bank Building, 900 Congress Avenue, Austin, Texas 78701, Attention: Mr. William H. Daniel.

Interstate Commerce Commission  
September 17, 1976

Page 3

Please call me collect at 512/476-6982 if you have any questions regarding this matter.

Yours very truly,

A handwritten signature in cursive script that reads "William H. Daniel". The signature is written in dark ink and is positioned above a horizontal line.

William H. Daniel  
McGinnis, Lochridge & Kilgore  
Texas State Bank Building  
900 Congress Avenue  
Austin, Texas 78701

ATTORNEYS FOR TEXAS STATE BANK

CONSENT TO COLLATERAL ASSIGNMENT

WHEREAS, John W. Hancock, Sr., is the owner of the Railroad rolling stock described in "Exhibit A" hereto, and

WHEREAS, John W. Hancock, Sr., has entered into a management agreement with Richmond Leasing Co. dated May 12, 1976, which agreement provides that it may not be assigned by John W. Hancock, Sr., without the written consent of Richmond Leasing Co., and

8483-B  
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SEP 20 1976 3 49 PM  
INTERSTATE COMMERCE COMMISSION

WHEREAS, John W. Hancock, Sr., desires to grant to Texas State Bank a security interest in said management agreement, and all rights accruing to him thereunder,

For and in consideration of the premises, the mutual promises expressed herein and ten dollars (\$10.00) and other good and valuable consideration in hand paid to Richmond Leasing Co. and John W. Hancock, Sr., the receipt and sufficiency of which is acknowledged, it is, therefore, agreed as follows:

1. John W. Hancock, Sr., is granted permission by Richmond Leasing Co. to assign all benefits accruing to him under the aforesaid agreement to Texas State Bank as collateral for advances made or to be made to John W. Hancock, Sr. Richmond Leasing Co. consents to this assignment and agrees that all terms and conditions requisite for a valid assignment of said Management Agreement have been complied with. It is agreed by all parties hereto that John W. Hancock, Sr., shall continue to perform all obligations placed upon him as owner under that said Management Agreement and that Texas State Bank shall not have any liability upon said obligations until and unless such time as Texas State Bank shall foreclose upon the interest of John W. Hancock, Sr., in said Management Agreement and assume the role of "Owner" thereunder. Any assumption of obligations under said agreement by Texas State Bank before or after foreclosure shall not in any way prejudice any rights which Texas State Bank may have against John W. Hancock, Sr.

So long as any amounts secured by the collateral assignment of said Management Agreement remain unpaid and foreclosure has not



THE STATE OF TEXAS )  
 )  
COUNTY OF TRAVIS )

BEFORE ME, the undersigned authority, on this day personally appeared Wayne V. Baker, Senior Vice President,  
name title  
of the Texas State Bank, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and in the capacity therein stated as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 14<sup>th</sup> day of  
September, 1976.



Charlie S. Burns  
Notary Public in and for  
Travis  
County, Texas

THE STATE OF TEXAS )  
 )  
COUNTY OF WHARTON )

BEFORE ME, the undersigned authority, on this day personally appeared John W. Hancock, 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.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 13<sup>th</sup> day of  
September, 1976.



Arline J. Buehler  
Notary Public in and for  
Wharton  
County, Texas

EXHIBIT A

JOHN W. HANCOCK, SR.

Ten (10) 23,500 gallon nominal capacity tank cars, DOT111A100W3, coiled and insulated; with 100-ton roller bearing trucks bearing the following description and number:

Owner's Name: John W. Hancock, Sr.

ACI Carrier Index: 1807

Car Numbers: RTMX 2401, RTMX 2395, RTMX 2396,  
RTMX 2397, RTMX 2364, RTMX 2366,  
RTMX 2399, RTMX 2400, RTMX 2394,  
RTMX 2376.