

SOUTHWESTERN STATES MANAGEMENT CO.

701 COMMERCE STREET
DALLAS, TEXAS 75202
(214) 651-6731

J. H. HIEGER
Vice President (St. Louis)
K. R. LANGFORD
Comptroller (Denison)
R. E. McCORMICK
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J. T. BASS
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Vice President,
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Vice President and
General Manager
W. A. THIE
Vice President and
General Counsel

No. 9-341A094 RECORDATION NO. 8847A Filed 1425
Date DEC 7 1979 DEC 07 1979 - 2 45 PM
Fee \$ 10.00 INTERSTATE COMMERCE COMMISSION

KC Washington, D. C.

FILE NO. 410.043-16(F)

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Partial Release and Amendment No. Two to Security Agreement
dated May 27, 1977 between Southwestern States Management
Co. and Mercantile Trust Company National Association.

Dear Mrs. Mergenovich:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act and the rules and regulations approved and prescribed by the Interstate Commerce Commission pursuant thereto, there is submitted herewith for filing and recordation four copies of a Partial Release and Amendment No. Two to Security Agreement which Release releases 118 cars from the terms and provisions of that certain Security Agreement between Southwestern States Management Co., as Debtor, 701 Commerce Street, Dallas, Texas 75202, and Mercantile Trust Company National Association, Secured Party, 8th and Locust Streets, St. Louis, Missouri 63166. The Partial Release and Amendment No. Two between the parties deletes and releases from the terms and provisions of the aforesaid Security Agreement 118 hopper cars bearing Missouri-Kansas-Texas Railroad Company reporting numbers and marks as follows:

36001	36188
36006	36196
36010	36197
36012 through 36014	36199
36017	36206
36020	36208
36023	36209
36025 through 36028	36215
36033	36217
36035	36221
36040	36222
36042	36224

Mrs. Agatha L. Mergenovich

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December 3, 1979

36046	36227
36049	36232 through 36235
36051	36238
36052	36245
36056	36251 through 36253
36061	36255
36062	36257
36067	36265
36073	36268
36074	36271
36076	36280 through 36283
36083	36287
36094	36295
36096	36298
36105 through 36107	36306
36112	36311
36115	36317
36120	36325
36126	36338
36135	36339
36136	36341
36142	36343
36143	36346
36147 through 36149	36352
36153	36358
36156	36359
36157	36363
36160	36368 through 36370
	36372
36163	36373
36171	36381
36173 through 36175	36382
36180	36384
36181	36386
36183	36389 through 36391
36186	36395

The Security Agreement being partially released hereby was filed with the Interstate Commerce Commission on June 6, 1977 and was given recordation no. 8847

I am enclosing a cashier's check in the amount of \$10 payable to the Interstate Commerce Commission to cover the prescribed fee for filing and recording this Partial Release and Amendment No. Two. Please return file marked copies to me to the above address and I will distribute same.

Mrs. Agatha L. Mergenovich

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December 3, 1979

I am also enclosing a copy of this letter for your use in stamping the recordation number and date thereof. I certify that I have knowledge of the matters set forth herein.

Yours very truly,

SOUTHWESTERN STATES MANAGEMENT CO.

A handwritten signature in cursive script, appearing to read "Arthur M. Albin".

Arthur M. Albin
General Attorney

AMA/ds
Encl.

Interstate Commerce Commission
Washington, D.C. 20423

12/18/79

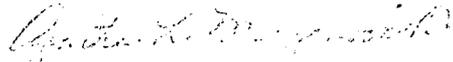
OFFICE OF THE SECRETARY

Arthur M. Albin, Gen. Atty.
Southwestern States Management Co.
701 Commerce Street
Dallas, Texas 75202

Dear Sir;

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/7/79 at 2:45pm, and assigned re-
recording number (s). 8347-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure (s)

SE-30
(7/79)

RECORDATION NO. 8847 A Filed 1425

PARTIAL RELEASE AND AMENDMENT NO. TWO
TO SECURITY AGREEMENT

DEC 07 1979 -2 45 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS:

THIS PARTIAL RELEASE AND AMENDMENT NO. TWO TO SECURITY AGREEMENT, entered into as of the 27th day of November, 1979, between Southwestern States Management Co. (hereinafter called "Company") and Mercantile Trust Company National Association (hereinafter called the "Bank").

W I T N E S S E T H:

That on the 27th day of May, 1977, the Company and the Bank entered into a Security Agreement whereby Company granted to Bank a security interest in and to 16 2,000 cu.ft. covered hopper cars and 385 70-ton open-top hopper cars, said security interest being granted to secure a loan from the Bank, the proceeds of which were used to permit Company to purchase said cars; and

WHEREAS, by Loan Agreement dated May 27, 1977, the parties agreed that Company could prepay portions of its loan in multiples of \$25,000; and

WHEREAS, Company has tendered an additional prepayment in the sum of \$225,000; and

WHEREAS, Company is desirous of having the Bank's security interest covering 118 of said cars released and Bank is agreeable thereto;

IT IS THEREFORE, mutually agreed by and between the parties hereto as follows:

(1) That certain Security Agreement between Southwestern States Management Co. and Mercantile Trust Company National Association dated May 27, 1977, is hereby amended by deleting from Exhibit A thereto all of the cars identified and listed in Schedule A attached to and made a part of this Partial Release and Amendment No. Two to Security Agreement.

(2) In consideration of the foregoing, Bank has released, relinquished, satisfied and discharged, and does hereby release, relinquish, satisfy and discharge the aforesaid security interest and lien or liens affecting the cars described in Schedule A attached hereto.

(3) The security interest of the Bank in and to those cars not hereby released or previously released shall remain in full force and effect as to all other cars covered by the aforesaid Security Agreement.

Except as modified or amended hereby said Security Agreement and Loan Agreement shall remain in full force and effect.

STATE OF MISSOURI)
) SS:
CITY OF ST. LOUIS)

On this 26th day of November, 1979, before me appeared H.O. BRANDT, to me personally known, who, being by me duly sworn did say that he is the Vice President of SOUTHWESTERN STATES MANAGEMENT CO., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said H.O. BRANDT, acknowledged said instrument to be the free act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE.


R. R. Pritchett

Notary Public

My Commission expires: 11-1-81

SCHEDULE A

Schedule A attached to that certain Partial Release and Amendment No. Two to Security Agreement between SOUTHWESTERN STATES MANAGEMENT CO. and MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION releasing and discharging the existing security interest covering all of the following hopper cars bearing MKT reporting marks as follows:

36001	36188
36006	36196
36010	36197
36012 through 36014	36199
36017	36206
36020	36208
36023	36209
36025 through 36028	36215
36033	36217
36035	36221
36040	36222
36042	36224
36046	36227
36049	36232 through 36235
36051	36238
36052	36245
36056	36251 through 36253
36061	36255
36062	36257
36067	36265
36073	36268
36074	36271
36076	36280 through 36283
36083	36287
36094	36295
36096	36298
36105 through 36107	36306
36112	36311
36115	36317
36120	36325
36126	36338
36135	36339
36136	36341
36142	36343
36143	36346
36147 through 36149	36352
36153	36358
36156	36359
36157	36363
36160	36368 through 36370
	36372
36163	36373
36171	36381
36173 through 36175	36382
36180	36384
36181	36386
36183	36389 through 36391
36186	36395