

APR 28 1981 -9 30 AM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO SECURITY AGREEMENT--
ASSIGNMENT OF ACCOUNTS

This First Amendment To Security Agreement--Assignment of Accounts is made and entered into as of the 13th day of April, 1981 by and between JIMBETCO, INC., a Texas corporation with offices and place of business at 1212 Main Street, Suite 250, Houston, Texas 77001 (hereinafter called "Debtor"), and CAPITAL BANK N.A., a national banking association formerly known as Capital National Bank, with offices and banking quarters at 333 Clay Street, Houston, Texas 77001 (hereinafter called "Secured Party"), for and in consideration of the mutual covenants and agreements herein contained, Debtor and Secured Party hereby amend as of the date of this agreement that certain Security Agreement--Assignment of Accounts ("Assignment of Accounts") between the parties dated as of the 12th day of April, 1979, in the following respects:

Section 1. Section I of the Assignment of Accounts is deleted in its entirety and the following is substituted in its place:

"SECTION I. CREATION OF SECURITY INTEREST

Debtor hereby grants to Secured Party a security interest in and an Assignment of Accounts on the Collateral described in Section II of the Security Agreement to secure

performance and payment of (i) that certain promissory note ("Note") dated April 13, 1981, in the original principal amount of \$250,000.00 executed by the Debtor payable to the order of Secured Party, bearing interest and being payable in the manner provided therein; and (ii) all renewals and extensions of the Note; and (iii) all funds hereafter advanced by Secured Party to or for the benefit of Debtor, and all other indebtedness, of whatever kind or character, owing or which may hereafter become owing by Debtor to Secured Party, it being contemplated that Debtor may hereafter become indebted to Secured Party in further sum or sums."

The address of Debtor set forth in the opening paragraph of the Assignment of Accounts is changed to 1212 Main Street, Houston, Texas 77002, the name of Secured Party is changed to Capital Bank N.A., to reflect a change of name of Capital National Bank, and the address of Secured Party is changed to 333 Clay Street, Houston, Texas 77001.

Schedules A and B attached to the Assignment of Accounts are deleted in their entirety and replaced by Schedules A and B attached hereto and made a part hereof for all purposes.

Section 2. Except as amended hereby, the Security Agreement--Assignment of Accounts between the parties dated as of the 12th day of April, 1979, shall remain unchanged

and the terms and conditions of said Assignment of Accounts shall continue and be binding upon the parties. Each of the terms defined in the Assignment of Accounts is used in this Amendment with the same meaning.

Section 3. This Amendment shall be deemed to be a contract under and subject to, and shall be construed for all purposes and accordance with, the laws of the State of Texas.

Section 5. It is further agreed that on or before April 13, 1981, Secured Party shall have received all of the following in form and substance satisfactory to it:

(a) Certified resolutions of the Board of Directors of Debtor evidencing approval of this Amendment and the execution and delivery by authorized officers of the Note, this Amendment and other documents necessary to effect the transactions contemplated by the Chattel Mortgage and this Amendment.

(b) A signed copy of the certificate of the secretary or an assistant secretary of Debtor which shall certify the names of the officers of Debtor authorized to sign this Amendment together with the true signatures of such officers.

(c) A certificate of a duly authorized officer of Debtor stating that no event has occurred and is continuing which constitutes an Event of Default or would constitute an Event of Default under the Assignment of Accounts.

IN WITNESS WHEREOF, the parties have caused this amendment to be executed by their duly authorized officers as of the day and year first above written.

JIMBETCO, INC.

By James H. Davis
Title President

CAPITAL BANK N.A.

By Dean G. Verner
Dean G. Verner, Banking Officer

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared James H. Davis, of JIMBETCO, INC., known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the free act and deed of said JIMBETCO, INC., a Texas corporation, and that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS 13th day of April, 1981.

SHERRY K. GROGAN
Notary Public in and for State of Texas
My Commission Expires: 5/12/84

Sherry K Grogan
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Dean G. Verner of Capital Bank N.A., known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the free act and deed of Capital Bank N.A., a Texas corporation, and that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 13th day of April, 1981.

JLC4/N

SHERRY K. GROGAN
Notary Public in and for State of Texas
My Commission Expires: 5-12-84

Sherry K Grogan
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

SCHEDULE A

Seven Railroad Tank Cars described as follows:

35-100 33,600 gallon shell full D.O.T. 112J340W Single
Diameter Stub Sill Tank Cars bearing the following
serial numbers:

JBIX 100	JBIX 104
JBIX 101	JBIX 105
JBIX 102	JBIX 106
JBIX 103	

SCHEDULE B

Tank Cars JBIX 104, JBIX 105 and JBIX 106 are subject to a lease in favor of Dalco Liquids, Inc. dated December 5, 1980.

Tank Cars JBIX 100, JBIX 101 and JBIX 103 are subject to a lease in favor of N.G.L. Supply, Ltd. of Calgary, Alberta, dated July 21, 1980.

Tank Car JBIX 102 is subject to a lease in favor of Sherritt Gordon Mines Ltd.

Interstate Commerce Commission
Washington, D.C. 20423

5/1/81

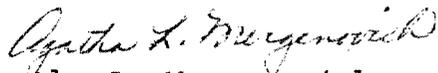
OFFICE OF THE SECRETARY

Capital Bank, N.A.
P.O. Box 500
Houston, Texas 77001
Attn: Ms. Dean G. Verner

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 **4/28/81** at **9:30am**, and assigned re-
recording number(s). **10289-B & 10289-C**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)