

ANDREWS & KURTH

ATTORNEYS
TEXAS COMMERCE TOWER
HOUSTON, TEXAS 77002
(713) 220-4200
TELEX: 79-1208

1730 PENNSYLVANIA AVENUE, N.W.
SUITE 700
WASHINGTON, D.C. 20006
(202) 662-2700

4400 THANKSGIVING TOWER
DALLAS, TEXAS 75201
(214) 979-4400

August 21, 1985

RECORDATION NO. 142511B FILED 1985

5-241A030

Mr. James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

AUG 29 1985 - 10 25 AM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

Please find enclosed two originals of the First Amendment to Renewal Security Agreement, a secondary document, dated July 31, 1985. The primary document to which this is connected is recorded under Recordation No. 14251.

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

Debtor:

H & H Company
1700 West Loop South
Houston, Texas 77027

No. 142511B
Date AUG 29 1985

Secured Party:

Texas Commerce Bank National Association
712 Main Street
Houston, Texas 77002

Fee \$ 10.00
ICC Washington, D. C.

The equipment covered by this document is attached hereto as Schedule I.

This is a First Amendment to Renewal Security Agreement between H & H Company ("Debtor") and Texas Commerce Bank National Association ("Secured Party") and extends the Secured Party's interest in the collateral to cover the \$850,000.00 Gemco Note.

I have enclosed a check in the amount of \$10.00 to cover the recording costs. Please return these documents to Ms. Suzie Leggio, Andrews & Kurth, 4200 Texas Commerce Tower, Houston, Texas 77002.

Best regards,

Suzie Leggio
Suzie Leggio

363/mh
Enclosures

ICC OFFICE OF
TITL. SECRETARY
AUG 29 10 18 AM '85
MOTOR OPERATING UNIT

AUG 29 1985 - 10 25 AM**Schedule 1****INTERSTATE COMMERCE COMMISSION**

Seventy-three (73) railroad tank cars owned by H & H Company, described by the following serial numbers:

GLNX 1300
GLNX 1301
GLNX 1302
GLNX 1303
GLNX 1304
GLNX 1305
GLNX 1306
GLNX 1307
GLNX 1308
GLNX 1309
GLNX 1310
GLNX 1311
GLNX 1312
GLNX 1313
GLNX 1314
GLNX 1315
GLNX 1316
GLNX 1317
GLNX 1320
GLNX 1321
GLNX 1322
GLNX 1323
GLNX 1324
GLNX 1325
GLNX 1326
GLNX 1327
GLNX 1328
GLNX 1329
GLNX 1331
GLNX 1332
GLNX 1334
GLNX 1335
GLNX 1336
GLNX 1338
GLNX 1339

GLNX 1340
GLNX 1341
GLNX 1342
GLNX 1343
GLNX 1344
GLNX 1345
GLNX 1346
GLNX 1347
GLNX 1348
GLNX 1349

RTMX 2262
RTMX 2263
RTMX 2264
RTMX 2265
RTMX 2266
RTMX 2267
RTMX 2268
RTMX 2269
RTMX 2270
RTMX 2271
RTMX 2445
RTMX 2448
RTMX 2449
RTMX 2536
RTMX 2537
RTMX 2538
RTMX 2539
RTMX 2540
RTMX 13310
RTMX 13311
RTMX 13312
RTMX 13313
RTMX 13314
RTMX 13315
RTMX 13316
RTMX 13317
RTMX 13318
RTMX 13319

8/29/85

Interstate Commerce Commission
Washington, D.C. 20423

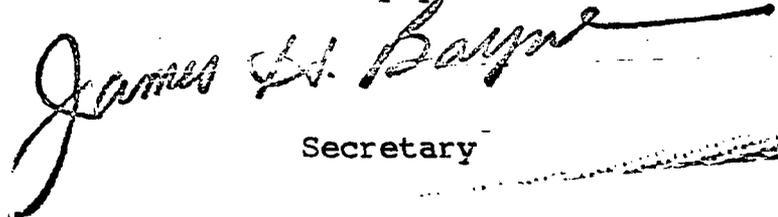
OFFICE OF THE SECRETARY

Suzie Leggio
Andrews & Kurth
4200 Texas Commerce Tower
Houston, Texas 77002

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 8/29/85 at 10:25am and assigned re-
recording number(s). 14251-B

Sincerely yours,


Secretary

Enclosure(s)

AUG 29 1985 - 10 25 AM

FIRST AMENDMENT TO
RENEWAL SECURITY AGREEMENT INTERSTATE COMMERCE COMMISSION

This First Amendment to the Renewal Security Agreement is made and entered into as of this 31st day of July, 1985, by H & H COMPANY, a Texas limited partnership whose address is 1700 West Loop South, Houston, Texas 77027 (the "Debtor"), and TEXAS COMMERCE BANK NATIONAL ASSOCIATION with its office at 712 Main Street, Houston, Texas, (the "Secured Party");

W I T N E S S E T H:

WHEREAS, the Debtor and the Secured Party entered into that certain Renewal Security Agreement dated January 31, 1985, to secure, among other things, the payment of (i) \$1,024,950.62 Promissory Note dated January 31, 1985 executed by Debtor to the Secured Party; (ii) \$1,500,000.00 and \$500,000.00 Promissory Notes dated January 31, 1985, executed by Gemco Equipment Company to the Secured Party; and (iii) \$2,250,000.00 Promissory Note dated January 31, 1985, executed by Nancy Goldston Herpin to the Secured Party (the "Agreement"); and

WHEREAS, the Secured Party has agreed to increase the line of credit evidenced by the \$500,000.00 Promissory Note dated January 31, 1985, executed by Gemco Equipment Company to the Secured Party from \$500,000.00 to \$850,000.00 (the "\$850,000.00 Gemco Loan") to be evidenced by a Promissory Note dated July 31, 1985, in the amount of \$850,000.00 executed by Gemco Equipment Company and made payable to the Secured Party (the "\$850,000.00 Gemco Note"); and

WHEREAS, the Secured Party and Debtor desire to amend the Agreement to secure payment of the \$850,000.00 Gemco Note and all obligations created under any instruments securing the \$850,000.00 Gemco Note;

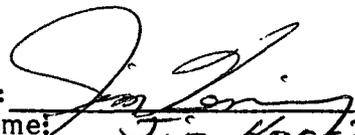
NOW, THEREFORE, for value received the parties hereto agree to amend the Agreement as follows:

1. The definition of "indebtedness hereby secured" shall be amended to include the \$850,000.00 Gemco Loan which renews, extends and modifies the \$500,000.00 Gemco Loan and the \$850,000.00 Gemco Note which renews, extends and modifies the \$500,000.00 Gemco Note.
2. All references in the Agreement to the \$500,000.00 Gemco Loan and \$500,000.00 Gemco Note shall be amended to include the \$850,000.00 Gemco Loan and \$850,000.00 Gemco Note.
3. Debtor confirms that it has granted a general lien upon and right of set off against a security interest in the Collateral and hereby grants a general lien upon and right of set off against and a security interest in the Collateral to secure the indebtedness hereby secured as herein amended.

Except as amended herein, the terms and conditions of the Agreement remain in full force and effect. Unless otherwise defined herein all terms beginning with a capital letter defined in the Agreement shall have the same meaning herein as therein.

DEBTOR:

H & H COMPANY

By: 
 Name: Jim Herpin
 Title: General Partner

SECURED PARTY:

TEXAS COMMERCE BANK
NATIONAL ASSOCIATION

By: Carlos Valdez, Jr.
Name: CARLOS VALDEZ, JR.
Title: VICE - PRESIDENT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 8 day of August, 1985, by Jim Herrera, General Partner of H & H COMPANY, a Texas corporation, on behalf of said corporation.

Joe Lewis
Notary Public in and for
TEXAS

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 8th day of August, 1985, by Carlos Valdez Jr., Vice President of TEXAS COMMERCE BANK NATIONAL ASSOCIATION, a national banking association, on behalf of said association.

TERESA GUTIERREZ
Notary Public, State of Texas
My Commission Expires 5-22-88

Teresa Gutierrez
Notary Public in and for
TEXAS