



Craig Friemel
Senior Vice President

RECEIVED
SURFACE TRANSPORTATION
BOARD

11 21 AM '96

1995 8 - B
MAY 2 1 1996 10 29 AM
INTERSTATE COMMERCE COMMISSION

May 7, 1996

Secretary, Interstate Commerce Commission
12th and Constitution Avenue NW
Room 2303
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is an Amendment to Security Agreement, a secondary document, dated the 7th day of May, 1996.

The primary document to which this secondary document is connected is recorded under Recordation No. 19958.

We request that this amendment be cross-indexed.

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

Debtor: ITG, Inc.
106 North Main, Suite 200
P. O. Box 1777
Victoria, Texas 77902-1777

Secured Party: First Victoria National Bank
101 S. Main Street/P. O. Box 1338
Victoria, Texas 77902

A description of the equipment covered by the document is as follows: 51 100-ton capacity covered hopper railway cars.

A fee of \$21.00 is enclosed. Please return the original and any extra copies not needed by the commission for recordation to Craig G. Friemel at First Victoria National Bank, P. O. Box 1338, Victoria, Texas 77902.

One DeLeon Plaza
P.O. Box 1338
Victoria, Texas 77902
512/573-6321

Colony Creek Branch
1206 N. John Stockbauer
Victoria, Texas 77901
512/573-1088

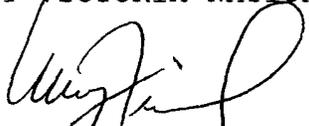
North Branch
7001 N.E. Zac Lentz Pkwy.
Victoria, Texas 77904
512/573-1993

Secretary, Interstate Commerce Commission
Page 2
May 7, 1996

A short summary of the document to appear in the index follows:
Amendment to Security Agreement from ITG, Inc., 106 North Main, Victoria,
Texas 77901 to First Victoria National Bank, P. O. Box 1338, Victoria,
Texas 77902, dated May 7, 1996, and covering 51 100-ton capacity
railway cars, with car series marks SOU and various initial numbers.

Very truly yours,

FIRST VICTORIA NATIONAL BANK

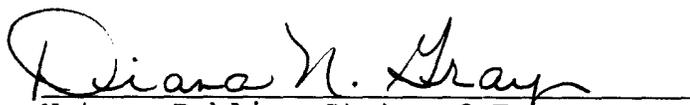


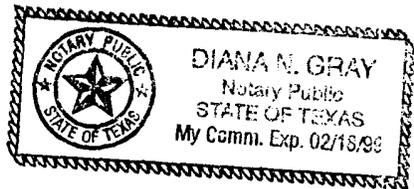
By: Craig G. Friemel
Senior Vice President

THE STATE OF TEXAS §

COUNTY OF VICTORIA §

This instrument was acknowledged before me on May 8th, 1996, by
Craig G. Friemel, as Senior Vice President of First Victoria National
Bank, on behalf of said corporation.


Notary Public, State of Texas



SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

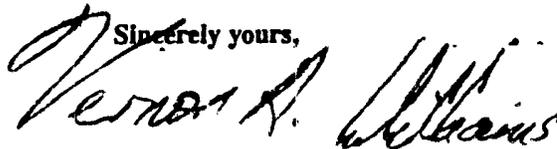
5/21/96

Craig G. Friemel
First Victoria National Bank
P. O. Box 1338
Victoria, Texas 77902

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 5/21/96 at 11:25AM, and assigned recordation number(s). 19958-B.

Sincerely yours,

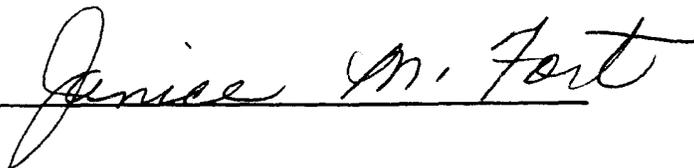


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19958-B
ACCEPTED FOR RECORDING

MAY 21 1996 11:20 AM

AMENDMENT TO SECURITY AGREEMENT

Date: May 7, 1996

Debtor(s) ITG, INC.	Secured: First Victoria
Name(s)	Party(s) National Bank
Addresses 106 North Main, Ste. 200	Name(s)
P. O. Box 1777	Addresses 101 S. Main
Victoria, Texas 77902-1777	Victoria, Texas 77901

The above named Debtor and Secured Party hereby make this amendment to the Security Agreement between them dated February 20, 1996, and recorded with the Secretary of the Interstate Commerce Commission under ICC Recordation No. 19958 and covering the railroad cars described therein for the purposes of further identifying such railroad cars.

Upon delivery, 51 of such railroad cars are marked as described on Exhibit A attached hereto. Exhibit A to the Security Agreement referenced above is hereby amended to include, as part of the description of such railroad cars, the initial numbers and car series marks set forth on Exhibit A attached hereto.

SIGNED the 9th day of May, 1996, in duplicate original counterparts.

ITG, INC.

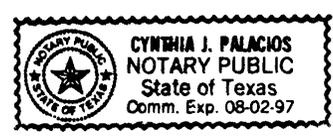
ATTEST:
Come Pedrin

By [Signature]
Its President
DEBTOR

FIRST VICTORIA NATIONAL BANK
By [Signature]
Its VP
SECURED PARTY

STATE OF TEXAS §
COUNTY OF VICTORIA §

This instrument was acknowledged before me on May 9, 1996, by Michael Sagebiel, as President of ITG, INC., a Texas corporation, on behalf of said corporation.



Cynthia J. Palacios
Notary Public, State of Texas

STATE OF TEXAS §

COUNTY OF VICTORIA §

*July
10th*

This instrument was acknowledged before me on May 10
1996, by Craig Themel, as Vice President
of First Victoria National Bank, on
behalf of said corporation.

Diana N. Gray
Notary Public, State of Texas



EXHIBIT A

SOU 96055	SOU 96847	SOU 97369	SOU 97571
SOU 96137	SOU 96863	SOU 97380	SOU 97573
SOU 96155	SOU 96875	SOU 97383	SOU 97578
SOU 96205	SOU 96916	SOU 97409	SOU 97601
SOU 96215	SOU 96939	SOU 97626	SOU 96232
SOU 96965	SOU 97441	SOU 96275	SOU 97153
SOU 97456	SOU 97663	SOU 96297	SOU 97165
SOU 97466	SOU 97670	SOU 96760	SOU 97293
SOU 97553	SOU 97680	SOU 97303	SOU 97567
SOU 97695	SOU 96775	SOU 97362	SOU 96516
SOU 96626	SOU 96685	SOU 96723	SOU 96587
SOU 96680	SOU 96743	SOU 96589	SOU 96681
SOU 96701	SOU 96744	SOU 96431	