

DONELAN, CLEARY, WOOD & MASER, P. C.

The secondary document to be recorded under Recordation No. 17982-C is entitled First Amendment to Assignment of Leases, dated August 31, 1993 and the parties thereto are:

GLNX Corporation - ASSIGNOR
Suite 450
10077 Grogan's Mill Road
The Woodlands, TX 77380

and

Greyhound Financial Corporation - ASSIGNEE
Dial Tower
Dial Corporate Center
Phoenix, Arizona 85077

The aforesaid First Amendment to Assignment of Leases adds some one hundred and seventeen (117) units of rolling stock to the subject Assignment of Leases under Recordation No. 17982-A.

The equipment covered by the First Amendment to Assignment of Leases is the equipment identified therein as Additional Cars.

A short summary of the First Amendment to Assignment of Leases is as follows:

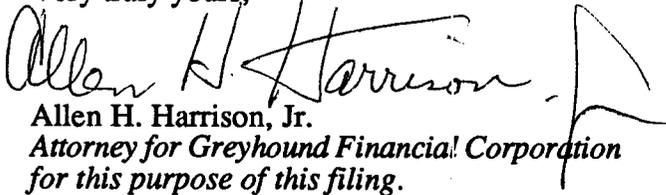
"Adds 117 units subject to Assignment of Leases"

In accordance with the regulations, I request the name of the Assignee, Greyhound Financial Corporation, be entered in the assignee side of the ICC Index ("white pages") with the following notation: "See Recordation No. 17892-C."

Enclosed is a check in the amount of thirty two dollars (\$32.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filings and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for Greyhound Financial Corporation
for this purpose of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND
8346-020

**FIRST AMENDMENT TO
CHATTEL MORTGAGE AND SECURITY AGREEMENT**

INTERSTATE COMMERCE COMMISSION

This FIRST AMENDMENT TO CHATTEL MORTGAGE AND SECURITY AGREEMENT ("First Amendment") dated August 31, 1993, is made and entered into by GLNX CORPORATION, a Texas corporation, with an address at 10077 Grogan's Mill Road, Suite 450, The Woodlands, Texas, 77380 ("Mortgagor") and GREYHOUND FINANCIAL CORPORATION, a Delaware corporation, with its principal office at Dial Tower, Dial Corporate Center, Phoenix, Arizona, 85077 ("Mortgagee").

WITNESSETH:

WHEREAS, Mortgagor and Mortgagee entered into a Chattel Mortgage and Security Agreement dated October 21, 1992, pursuant to which Mortgagor granted to Mortgagee a lien on and a security interest in certain railcars and other items of collateral more fully set forth therein (the "Chattel Mortgage"); and

WHEREAS, the Chattel Mortgage was filed and recorded with the Interstate Commerce Commission on October 23, 1992 at 10:35 a.m. and assigned Recordation Number 17982; and

WHEREAS, in consideration for the making by Mortgagee of a further advance of the Loan, the proceeds of which will be used to acquire those railcars annexed hereto as Exhibit A and made a part hereof (the "Additional Cars"), Mortgagor and Mortgagee have agreed to amend the Chattel Mortgage in certain respects.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agreed as follows:

1. **Definitions.** Unless otherwise defined herein, all capitalized terms used herein shall have the meaning ascribed to such terms as set forth in the Chattel Mortgage.
2. **Amendments.** Schedule 1 to Exhibit A of the Chattel Mortgage is hereby amended by adding the Additional Cars as a part thereof. The definition of Cars as set forth in the Chattel Mortgage is hereby amended to include the Additional Cars within such definition.
3. **Reaffirmation of Security Interest.** Mortgagor hereby reaffirms the validity, enforceability, existence, grant and creation of the security

interests and assignments granted and made to Lender in and pursuant to the Chattel Mortgage.

4. **Confirmation of Representations, Warranties and Agreements.** Mortgagor hereby reaffirms, as if made on the date hereof, all of Mortgagor's representations and warranties contained in the Chattel Mortgage. Mortgagor further reaffirms the validity, enforceability and legality of the Chattel Mortgage and all provisions of the Chattel Mortgage, as modified, are hereby confirmed and ratified. In the event of a conflict or inconsistency between the provisions of the Chattel Mortgage and this First Amendment, this First Amendment shall prevail.

5. **Continuation of Provisions.** All terms, conditions and provisions of the Chattel Mortgage are continued in full force and effect and shall remain unaffected and unchanged except as specifically amended or modified hereby.

6. **Counterparts and Captions.** This First Amendment may be executed in any number of separate counterparts, all of which, when taken together shall constitute one and the same instrument, notwithstanding the fact that all parties have not signed the same counterpart. The paragraph titles set forth in this First Amendment are inserted for convenience only and shall not be used to construe or interpret this First Amendment.

IN WITNESS WHEREOF the parties executed this First Amendment as of the date first written above.

GREYHOUND FINANCIAL
CORPORATION, a Delaware corporation

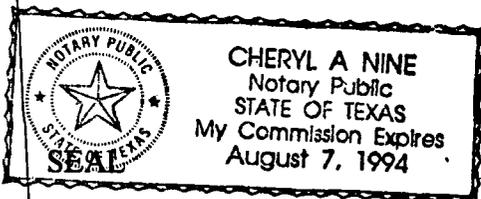
By:  _____
Its: SR. V-P MATS

GLNX CORPORATION,
a Texas corporation

By:  _____
Its: President

State of Texas)
) ss:
County of Montgomery)

On this 2nd day of September, 1993, before me personally appeared J. C. Graves, to me personally known, who being by me duly sworn, says that he/she is the President of GLNX Corporation, a Texas corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Cheryl A. Nine
Signature of Notary Public

My Commission Expires:

8/7/94

State of ARIZONA)
) ss:
County of MARICOPA)

On this 3rd day of September, 1993, before me personally appeared Martin G. Roth, to me personally known, who being by me duly sworn, says that he/she is the Senior Vice President of Greyhound Financial Corporation, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gillian M. Namara
Signature of Notary Public

SEAL

My Commission Expires:

APRIL 30, 1997

EXHIBIT A

<u>Reporting Marks</u>	<u>Date Built</u>	<u>DOT Specifications</u>	<u>Description</u>
GLNX 405	Nov-79	LO - 4700	100T 4700CF HOPPER
GLNX 406	Jan-79	LO - 4700	100T 4700CF HOPPER
GLNX 407	Nov-79	LO - 4700	100T 4700CF HOPPER
GLNX 408	Nov-79	LO - 4700	100T 4700CF HOPPER
GLNX 23118	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23119	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23120	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23121	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23122	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23123	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23124	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23125	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23126	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23127	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23128	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23129	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23130	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23131	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23132	Dec-79	111A100W3	23.5M EC4FI GP TANK

<u>Reporting Marks</u>	<u>Date Built</u>	<u>DOT Specifications</u>	<u>Description</u>
GLNX 23133	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23134	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23135	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23136	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23137	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23138	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23139	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23142	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23143	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23144	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23145	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23146	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23147	Jan-80	111A100W3	23.5M EC4FI GP TANK
GLNX 23148	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 23149	Dec-79	111A100W3	23.5M EC4FI GP TANK
GLNX 34117	Jan-80	105J300W	34M GAL PRESSURE
GLNX 34118	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34119	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34120	Jan-80	105J300W	34M GAL PRESSURE

<u>Reporting Marks</u>	<u>Date Built</u>	<u>DOT Specifications</u>	<u>Description</u>
GLNX 34121	Feb-80	105J300W	34M GAL PRESSURE
GLNX 34122	Jan-80	105J300W	34M GAL PRESSURE
GLNX 34123	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34124	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34125	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34126	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34127	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34128	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34129	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34130	Jan-80	105J300W	34M GAL PRESSURE
GLNX 34131	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34132	Dec-79	105J300W	34M GAL PRESSURE
GLNX 34133	Jan-80	105J300W	34M GAL PRESSURE

<u>Reporting Marks</u>	<u>Date of Manufacture</u>	<u>DOT Specifications</u>	<u>Description</u>
GLNX 23102	12/79	111A100W3	23.5M EC4FI GP TANK
GLNX 23103	01/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23104	02/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23105	01/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23106	12/79	111A100W3	23.5M EC4FI GP TANK
GLNX 23107	12/79	111A100W3	23.5M EC4FI GP TANK
GLNX 23108	12/79	111A100W3	23.5M EC4FI GP TANK
GLNX 23109	12/79	111A100W3	23.5M EC4FI GP TANK
GLNX 23110	12/79	111A100W3	23.5M EC4FI GP TANK
GLNX 23111	02/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23112	02/80	111A100W3	23.5M EC4FI GP TANK
GLNX 34154	01/80	105J300W	34M GAL PRESSURE

<u>Reporting Marks</u>	<u>Date of Manufacture</u>	<u>DOT Specifications</u>	<u>Description</u>
GLNX 23199	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23206	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23207	01/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23210	01/80	111A100W3	23.5M EC4FI GP TANK
GLNX 23211	05/80	111A100W3	23.5M EC4FI GP TANK

GLNX	23212	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23218	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23219	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23220	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23224	05/80	111A100W3	23.5M EC4FI GP TANK

<u>Reporting Marke</u>	<u>Date of Manufacture</u>	<u>DOT Specifications</u>	<u>Description</u>	
GLNX	415	12/79	LO - 4700	100T 4700CF HOPPER
GLNX	416	12/79	LO - 4700	100T 4700CF HOPPER
GLNX	417	12/79	LO - 4700	100T 4700CF HOPPER
GLNX	418	12/79	LO - 4700	100T 4700CF HOPPER
GLNX	419	12/79	LO - 4700	100T 4700CF HOPPER
GLNX	23113	02/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23114	12/79	111A100W3	23.5M EC4FI GP TANK
GLNX	23184	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23185	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23187	04/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23188	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23189	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23190	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23191	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23192	05/80	111A100W3	23.5M EC4FI GP TANK

GLNX	23193	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23195	06/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23196	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23197	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23209	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23215	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23216	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23217	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23221	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23232	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23236	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23238	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23239	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23241	06/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23242	06/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23245	06/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23246	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23247	05/80	111A100W3	23.5M EC4FI GP TANK
GLNX	23248	06/80	111A100W3	23.5M EC4FI GP TANK
GLNX	34144	01/80	105J300W	34M GAL PRESSURE (HEAD BLOCK)
GLNX	34145	01/80	105J300W	34M GAL PRESSURE (HEAD BLOCK)
GLNX	34146	02/80	105J300W	34M GAL PRESSURE
GLNX	34147	01/80	105J300W	34M GAL PRESSURE
GLNX	34148	01/80	105J300W	34M GAL PRESSURE

GLNX 34149	01/80	105J300W	34M GAL PRESSURE
GLNX 34150	01/80	105J300W	34M GAL PRESSURE
GLNX 34151	02/80	105J300W	34M GAL PRESSURE
GLNX 34152	02/80	105J300W	34M GAL PRESSURE (HEAD BLOCK)
GLNX 34153	02/80	105J300W	34M GAL PRESSURE (HEAD BLOCK)