

March 15, 2005

RECORDATION NO. 22456-L FILED

Nathan
Sommers
+
Jacobs
Gorman

MAR 28 '05 2-30 PM

SURFACE TRANSPORTATION BOARD



Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, D.C. 20423

Re: Recordation of Third Amendment to Security Agreement, original Security Agreement was filed under Recordation No. 22456.

To whom it may concern:

I have enclosed one (1) original and one (1) certified copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a fourth amendment to security agreement dated as of February 24, 2005 (the "Security Agreement"), which was executed in renewal, extension and modification of, and not in discharge or novation of that certain Security Agreement dated as of March 15, 2002 (as amended by First Amendment to Security Agreement dated as of January 16, 2004, Second Amendment to Security Agreement dated as of March 31, 2004 and Third Amendment to Security Agreement dated as of June 24, 2004), which was executed in renewal, extension and modification of, and not in discharge or novation of that certain Security Agreement dated as of September 27, 1999 (as amended), and is a secondary document.

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

Secured Party:
Southwest Bank of Texas, N.A.
Five Post Oak Park
4400 Post Oak Parkway
Houston, Texas 77027

Debtor:
Southwest Rail Industries, Inc.
601 South East Street
Weimar, Texas 78962

A description of the equipment covered by the Security Agreement is as follows:

A Professional Corporation
ATTORNEYS AND COUNSELORS
2800 POST OAK BOULEVARD 101ST FLOOR
HOUSTON, TEXAS 77056-6102
MAIN: 713.900.0303

DIRECT: 713.892.4863 | FAX: 713.892.4800
EMAIL: AMCLAUGHLIN@NATHANSOMMERS.COM

(a) Four Hundred Sixty-Nine (469) rail cars, specifically described on Exhibit "A" attached hereto (the "Railcars");

(b) all Debtor's right title and interest to all tangible personal property incorporated into the Railcars or acquired for incorporation into the Railcars, including all machinery, equipment, fixtures and other personalty of every nature and description incorporated into the Railcars or acquired for incorporation into the Railcars, whether now owned or hereafter acquired, and all appurtenances, accessions and additions thereto and substitutions and replacements therefor, wheresoever located, including all tools, parts and accessories used in connection therewith;

(c) all of Debtor's accounts, accounts receivable, contract rights, investment securities, financial assets, general intangibles, instruments, documents, chattel paper and funds on deposit with Secured Party, whether now owned or hereafter acquired, including, without limitation, all lease receivables and note receivables, all cash, notes, drafts and acceptances arising therefrom, or other proceeds of any sale, lease or other disposition of inventory, and all proceeds (including insurance proceeds) and products thereof;

(d) all of Debtors right, title and interest in and to any and all leases covering the Railcars (the "Leases");

(e) all rights, remedies and privileges of Debtor to enforce the Leases;

(f) all other general intangibles of Debtor arising from or relating to the Leases; and

(g) all products and proceeds thereof (including insurance proceeds).

A short summary of the Second Amendment to Security Agreement to appear in the index is as follows:

Security Agreement dated as of October 31, 2003 between Southwest Bank of Texas, N.A., Five Post Oak Park, 4400 Post Oak Parkway, Houston, Texas 77027 ("Secured Party") and Southwest Rail Industries, Inc., 601 South East Street, Weimar, Texas 78962 ("Debtor"), as amended by First Amendment to Security Agreement dated as of January 16, 2004, Second Amendment to Security Agreement dated as of March 31, 2004, Third Amendment to Security Agreement dated as of June 24, 2004 and Fourth Amendment to Security Agreement dated as of February 24, 2005, which was executed in renewal, extension and modification of, and not in discharge or novation of, that certain Security Agreement dated as of March 15, 2002, which was executed in renewal, extension and modification of, and not in discharge or novation of, that certain Security Agreement dated as of September 27, 1999, as amended by First Amendment to Security Agreement dated as of November 1, 1999, Second Amendment to Security Agreement dated as of February 15, 2000 and Third Amendment to Security Agreement dated as of November 1, 2001, and covering (a) Four Hundred Sixty-Nine (469) rail cars, specifically described on Exhibit "A" attached hereto (the "Railcars"); (b) all Debtor's right title and interest to all tangible personal property incorporated into the Railcars or acquired for incorporation into the Railcars, including all machinery, equipment, fixtures and other personalty of every nature and description incorporated into the Railcars or acquired for incorporation into the Railcars, whether now owned or hereafter acquired, and all

appurtenances, accessions and additions thereto and substitutions and replacements therefor, wheresoever located, including all tools, parts and accessories used in connection therewith; (c) all of Debtor's accounts, accounts receivable, contract rights, investment securities, financial assets, general intangibles, instruments, documents, chattel paper and funds on deposit with Secured Party, whether now owned or hereafter acquired, including, without limitation, all lease receivables and note receivables, all cash, notes, drafts and acceptances arising therefrom, or other proceeds of any sale, lease or other disposition of inventory, and all proceeds (including insurance proceeds) and products thereof; (d) all of Debtors right, title and interest in and to any and all leases covering the Railcars (the "Leases"); (e) all rights, remedies and privileges of Debtor to enforce the Leases; (f) all other general intangibles of Debtor arising from or relating to the Leases; and (g) all products and proceeds thereof (including insurance proceeds).

Please return one (1) file stamped original to the undersigned after recording.

Sincerely,



Ana M. McLaughlin
Legal Assistant

:AMM

encl
J4362.60.wpd

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|------|-------|-----------|
| SRIX | 37 | HCPX 1812 |
| SRIX | 221 | |
| SRIX | 222 | |
| SRIX | 223 | |
| SRIX | 224 | |
| SRIX | 225 | |
| SRIX | 226 | |
| SRIX | 227 | |
| SRIX | 228 | |
| SRIX | 244 | |
| SRIX | 245 | |
| SRIX | 246 | |
| SRIX | 254 | |
| SRIX | 255 | |
| SRIX | 256 | |
| SRIX | 1205 | |
| SRIX | 1207 | |
| SRIX | 1254 | |
| SRIX | 1255 | |
| SRIX | 2300 | |
| SRIX | 2301 | |
| SRIX | 2303 | |
| SRIX | 2304 | |
| SRIX | 2311 | |
| SRIX | 2314 | |
| SRIX | 2316 | |
| SRIX | 2317 | |
| SRIX | 2319 | |
| SRIX | 2323 | |
| SRIX | 2339 | |
| SRIX | 2349 | |
| SRIX | 2553 | |
| SRIX | 3200 | |
| SRIX | 3261 | |
| SRIX | 3262 | |
| SRIX | 3263 | UTLX |
| SRIX | 10001 | |
| SRIX | 10002 | |
| SRIX | 10003 | |
| SRIX | 10004 | |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

| STENCIL NUMBERS | | |
|-----------------|-------|-----------|
| SRIX | 17030 | |
| SRIX | 17031 | |
| SRIX | 17043 | |
| SRIX | 17053 | |
| SRIX | 17054 | |
| SRIX | 17055 | |
| SRIX | 20100 | |
| SRIX | 20101 | |
| SRIX | 20102 | |
| SRIX | 20103 | |
| SRIX | 20106 | |
| SRIX | 20513 | |
| SRIX | 20514 | |
| SRIX | 20515 | |
| SRIX | 20516 | |
| SRIX | 20517 | |
| SRIX | 20518 | |
| SRIX | 20519 | |
| SRIX | 20521 | |
| SRIX | 20522 | |
| SRIX | 20700 | |
| SRIX | 20701 | |
| SRIX | 20702 | |
| SRIX | 20703 | |
| SRIX | 20704 | |
| SRIX | 20705 | HCPX 1809 |
| SRIX | 20706 | |
| SRIX | 21004 | |
| SRIX | 21005 | |
| SRIX | 21006 | |
| SRIX | 21007 | |
| SRIX | 21008 | |
| SRIX | 21009 | |
| SRIX | 21010 | |
| SRIX | 21011 | |
| SRIX | 21012 | |
| SRIX | 21013 | TVAX 2050 |
| SRIX | 21014 | |
| SRIX | 21015 | |
| SRIX | 21016 | TVAX 2055 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|------|-------|-----------|
| SRIX | 17030 | |
| SRIX | 17031 | |
| SRIX | 17043 | |
| SRIX | 17053 | |
| SRIX | 17054 | |
| SRIX | 17055 | |
| SRIX | 20100 | |
| SRIX | 20101 | |
| SRIX | 20102 | |
| SRIX | 20103 | |
| SRIX | 20106 | |
| SRIX | 20513 | |
| SRIX | 20514 | |
| SRIX | 20515 | |
| SRIX | 20516 | |
| SRIX | 20517 | |
| SRIX | 20518 | |
| SRIX | 20519 | |
| SRIX | 20521 | |
| SRIX | 20522 | |
| SRIX | 20700 | |
| SRIX | 20701 | |
| SRIX | 20702 | |
| SRIX | 20703 | |
| SRIX | 20704 | |
| SRIX | 20705 | HCPX 1809 |
| SRIX | 20706 | |
| SRIX | 21004 | |
| SRIX | 21005 | |
| SRIX | 21006 | |
| SRIX | 21007 | |
| SRIX | 21008 | |
| SRIX | 21009 | |
| SRIX | 21010 | |
| SRIX | 21011 | |
| SRIX | 21012 | |
| SRIX | 21013 | TVAX 2050 |
| SRIX | 21014 | |
| SRIX | 21015 | |
| SRIX | 21016 | TVAX 2055 |

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|------|-------|-----------|
| SRIX | 21017 | |
| SRIX | 21018 | TVAX 2057 |
| SRIX | 21019 | |
| SRIX | 21020 | |
| SRIX | 21524 | |
| SRIX | 21525 | |
| SRIX | 22001 | |
| SRIX | 22002 | |
| SRIX | 22011 | |
| SRIX | 23502 | |
| SRIX | 23503 | |
| SRIX | 23504 | |
| SRIX | 23505 | |
| SRIX | 23506 | |
| SRIX | 23507 | |
| SRIX | 23530 | |
| SRIX | 23532 | |
| SRIX | 23533 | |
| SRIX | 23534 | |
| SRIX | 23535 | |
| SRIX | 23536 | |
| SRIX | 23537 | |
| SRIX | 23538 | |
| SRIX | 23539 | |
| SRIX | 23540 | |
| SRIX | 23541 | |
| SRIX | 23542 | |
| SRIX | 23543 | |
| SRIX | 23544 | |
| SRIX | 23549 | |
| SRIX | 23550 | |
| SRIX | 23551 | |
| SRIX | 23552 | |
| SRIX | 23553 | |
| SRIX | 23555 | SOEX 2529 |
| SRIX | 23556 | SOEX 2532 |
| SRIX | 23557 | |
| SRIX | 23558 | |
| SRIX | 23559 | |
| SRIX | 23560 | |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|------|-------|
| SRIX | 23561 |
| SRIX | 23562 |
| SRIX | 23563 |
| SRIX | 23564 |
| SRIX | 23565 |
| SRIX | 23566 |
| SRIX | 23567 |
| SRIX | 23568 |
| SRIX | 23569 |
| SRIX | 23570 |
| SRIX | 23571 |
| SRIX | 23572 |
| SRIX | 23573 |
| SRIX | 23574 |
| SRIX | 23575 |
| SRIX | 23576 |
| SRIX | 23577 |
| SRIX | 23578 |
| SRIX | 23579 |
| SRIX | 23580 |
| SRIX | 23581 |
| SRIX | 23582 |
| SRIX | 23583 |
| SRIX | 23584 |
| SRIX | 23585 |
| SRIX | 23586 |
| SRIX | 23587 |
| SRIX | 23588 |
| SRIX | 23589 |
| SRIX | 23590 |
| SRIX | 23591 |
| SRIX | 23592 |
| SRIX | 23593 |
| SRIX | 23594 |
| SRIX | 23595 |
| SRIX | 23596 |
| SRIX | 23597 |
| SRIX | 23598 |
| SRIX | 23599 |
| SRIX | 24003 |

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|-------------|--------------|--------------------|
| SRIX | 24004 | |
| SRIX | 24005 | |
| SRIX | 25011 | |
| SRIX | 25012 | |
| SRIX | 25013 | |
| SRIX | 25014 | |
| SRIX | 25015 | |
| SRIX | 25016 | |
| SRIX | 25017 | |
| SRIX | 25018 | |
| SRIX | 25020 | |
| SRIX | 25021 | |
| SRIX | 25028 | |
| SRIX | 25029 | |
| SRIX | 25030 | |
| SRIX | 25031 | |
| SRIX | 25034 | |
| SRIX | 25035 | |
| SRIX | 25036 | |
| SRIX | 30049 | |
| SRIX | 30050 | Stencilled PPRX 18 |
| SRIX | 30112 | |
| SRIX | 30113 | |
| SRIX | 30114 | |
| SRIX | 30115 | |
| SRIX | 30117 | |
| SRIX | 30118 | |
| SRIX | 30119 | |
| SRIX | 30120 | |
| SRIX | 30121 | |
| SRIX | 30122 | |
| SRIX | 30123 | |
| SRIX | 30124 | |
| SRIX | 30125 | |
| SRIX | 30126 | |
| SRIX | 30127 | |
| SRIX | 30128 | |
| SRIX | 30129 | |
| SRIX | 30130 | |
| SRIX | 30131 | |

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|-------------|--------------|
| SRIX | 30132 |
| SRIX | 30133 |
| SRIX | 30134 |
| SRIX | 30136 |
| SRIX | 30137 |
| SRIX | 30138 |
| SRIX | 30139 |
| SRIX | 30140 |
| SRIX | 30142 |
| SRIX | 30143 |
| SRIX | 30144 |
| SRIX | 30145 |
| SRIX | 30146 |
| SRIX | 30147 |
| SRIX | 30148 |
| SRIX | 30149 |
| SRIX | 30150 |
| SRIX | 30151 |
| SRIX | 30152 |
| SRIX | 30162 |
| SRIX | 30163 |
| SRIX | 30164 |
| SRIX | 30165 |
| SRIX | 30166 |
| SRIX | 30167 |
| SRIX | 30168 |
| SRIX | 30169 |
| SRIX | 30170 |
| SRIX | 30171 |
| SRIX | 30172 |
| SRIX | 30177 |
| SRIX | 30179 |
| SRIX | 30180 |
| SRIX | 30181 |
| SRIX | 33010 |
| SRIX | 33020 |
| SRIX | 33030 |
| SRIX | 33040 |
| SRIX | 33050 |
| SRIX | 33060 |

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|------|-------|
| SRIX | 33090 |
| SRIX | 33130 |
| SRIX | 33140 |
| SRIX | 33170 |
| SRIX | 33180 |
| SRIX | 33200 |
| SRIX | 33240 |
| SRIX | 33260 |
| SRIX | 33270 |
| SRIX | 33501 |
| SRIX | 33547 |
| SRIX | 33617 |
| SRIX | 33618 |
| SRIX | 33619 |
| SRIX | 33620 |
| SRIX | 33621 |
| SRIX | 33622 |
| SRIX | 33623 |
| SRIX | 33631 |
| SRIX | 33632 |
| SRIX | 33633 |
| SRIX | 33634 |
| SRIX | 33635 |
| SRIX | 33636 |
| SRIX | 33637 |
| SRIX | 33638 |
| SRIX | 33639 |
| SRIX | 33640 |
| SRIX | 33641 |
| SRIX | 33642 |
| SRIX | 33643 |
| SRIX | 33644 |
| SRIX | 33645 |
| SRIX | 33646 |
| SRIX | 33647 |
| SRIX | 33648 |
| SRIX | 33649 |
| SRIX | 33650 |
| SRIX | 33651 |
| SRIX | 33652 |

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|-------------|--------------|
| SRIX | 33653 |
| SRIX | 33654 |
| SRIX | 33655 |
| SRIX | 33670 |
| SRIX | 33671 |
| SRIX | 33672 |
| SRIX | 33673 |
| SRIX | 33674 |
| SRIX | 33675 |
| SRIX | 33676 |
| SRIX | 33677 |
| SRIX | 33698 |
| SRIX | 33699 |
| SRIX | 33700 |
| SRIX | 33701 |
| SRIX | 33702 |
| SRIX | 33703 |
| SRIX | 33704 |
| SRIX | 33705 |
| SRIX | 33706 |
| SRIX | 33707 |
| SRIX | 33708 |
| SRIX | 33709 |
| SRIX | 33710 |
| SRIX | 33711 |
| SRIX | 33712 |
| SRIX | 33713 |
| SRIX | 33714 |
| SRIX | 33715 |
| SRIX | 34004 |
| SRIX | 34010 |
| SRIX | 34011 |
| SRIX | 34012 |
| SRIX | 34013 |
| SRIX | 34014 |
| SRIX | 34015 |
| SRIX | 34016 |
| SRIX | 34017 |
| SRIX | 34018 |
| SRIX | 34020 |

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|-------------|--------------|
| SRIX | 34060 |
| SRIX | 34075 |
| SRIX | 34076 |
| SRIX | 34077 |
| SRIX | 45300 |
| SRIX | 45302 |
| SRIX | 45303 |
| SRIX | 45304 |
| SRIX | 45305 |
| SRIX | 45306 |
| SRIX | 45307 |
| SRIX | 45308 |
| SRIX | 45309 |
| SRIX | 45310 |
| SRIX | 45311 |
| SRIX | 45312 |
| SRIX | 45313 |
| SRIX | 45314 |
| SRIX | 45315 |
| SRIX | 45316 |
| SRIX | 45317 |
| SRIX | 45318 |
| SRIX | 45319 |
| SRIX | 45320 |
| SRIX | 45321 |
| SRIX | 45322 |
| SRIX | 45323 |
| SRIX | 45324 |
| SRIX | 45325 |
| SRIX | 45326 |
| SRIX | 45327 |
| SRIX | 45328 |
| SRIX | 45329 |
| SRIX | 45330 |
| SRIX | 45331 |
| SRIX | 45332 |
| SRIX | 45333 |
| SRIX | 45334 |
| SRIX | 45335 |
| SRIX | 45336 |

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|------|-------|
| SRIX | 45337 |
| SRIX | 45338 |
| SRIX | 45339 |
| SRIX | 45340 |
| SRIX | 45341 |
| SRIX | 45342 |
| SRIX | 45343 |
| SRIX | 45344 |
| SRIX | 45345 |
| SRIX | 45347 |
| SRIX | 45348 |
| SRIX | 45349 |
| SRIX | 45350 |
| SRIX | 45351 |
| SRIX | 45352 |
| SRIX | 45353 |
| SRIX | 45354 |
| SRIX | 45355 |
| SRIX | 45356 |
| SRIX | 45357 |
| SRIX | 45358 |
| SRIX | 45359 |
| SRIX | 45360 |
| SRIX | 45362 |
| SRIX | 45363 |
| SRIX | 45364 |
| SRIX | 45365 |
| SRIX | 45366 |
| SRIX | 45367 |
| SRIX | 45369 |
| SRIX | 45370 |
| SRIX | 45371 |
| SRIX | 45372 |
| SRIX | 45373 |
| SRIX | 45374 |
| SRIX | 45375 |
| SRIX | 45376 |
| SRIX | 45377 |
| SRIX | 45378 |
| SRIX | 45379 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|------|--------|-----------|
| SRIX | 45380 | |
| SRIX | 45381 | |
| SRIX | 45382 | |
| SRIX | 45383 | |
| SRIX | 45384 | |
| SRIX | 45385 | |
| SRIX | 45386 | |
| SRIX | 45387 | |
| SRIX | 45388 | |
| SRIX | 45389 | |
| SRIX | 45390 | |
| SRIX | 45391 | |
| SRIX | 45392 | |
| SRIX | 45393 | |
| SRIX | 45394 | |
| SRIX | 45395 | |
| SRIX | 45396 | |
| SRIX | 45397 | |
| SRIX | 45398 | |
| SRIX | 219600 | SOEX 2525 |
| SRIX | 219800 | SOEX 2524 |
| SRIX | 251300 | |
| SRIX | 252200 | |
| SRIX | 252400 | SOEX 2513 |
| SRIX | 252500 | SOEX 2522 |
| SRIX | 252600 | SOEX 2198 |
| SRIX | 252700 | SOEX 2196 |
| SRIX | 252900 | SOEX 2526 |
| SRIX | 253200 | SOEX 2527 |

Totals 469

RECORDATION NO. 22456-6 FILED

MAR 28 '05 2-30 PM

FOURTH AMENDMENT TO SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

This FOURTH AMENDMENT TO SECURITY AGREEMENT ("Amendment"), dated as of February 24, 2005, is between SOUTHWEST RAIL INDUSTRIES, INC., a Texas corporation ("Debtor"), and SOUTHWEST BANK OF TEXAS, N.A., a national banking association ("Secured Party").

RECITALS:

WHEREAS, Debtor and Secured Party have entered into that certain Loan Agreement dated as of October 31, 2003, as amended by First Amendment to Loan Agreement dated as of January 16, 2004, Second Amendment to Loan Agreement dated as March 31, 2004, Third Amendment to Loan Agreement dated as June 24, 2004 and Fourth Amendment to Loan Agreement dated as of even date herewith (the "Loan Agreement").

WHEREAS, pursuant to the Loan Agreement Debtor executed that certain Security Agreement, dated as of October 31, 2003, as amended by First Amendment to Security Agreement dated as of January 16, 2004, Second Amendment to Security Agreement dated as of March 31, 2004 and Third Amendment to Loan Agreement dated as of June 24, 2004 (the "Security Agreement").

WHEREAS, the execution of this Amendment is a condition to Secured Party entering into the Fourth Amendment to Loan Agreement referred to above.

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

ARTICLE I.

Amendments

(a) Amendment to Section 1.01(a). Effective as of the date hereof, Section 1.01(a) of the Security Agreement is amended to read in its entirety as follows:

(a) Four Hundred Sixty-Nine (469) rail cars, specifically described on Exhibit "A" attached hereto (the "Railcars");

(b) Amendment to Exhibit "A". Effective as of the date hereof, Exhibit "A" of the Security Agreement is amended to conform in its entirety as Annex "A" attached hereto.

ARTICLE II.

Additional Provisions

1. Acknowledgment by Debtor. Except as otherwise specified herein, the terms and provisions hereof shall in no manner impair, limit, restrict or otherwise affect the obligations of Debtor or any third party to Secured Party under any Loan Document (as defined in the Loan Agreement).

2. Additional Documentation. From time to time, Debtor shall execute or procure and deliver to Secured Party such other and further documents and instruments evidencing, securing or pertaining to the Security Agreement or the other Loan Documents as shall be reasonably requested by Secured Party so as to evidence or effect the terms and provisions hereof.

3. Continued Effectiveness. Except as expressly modified by the terms and provisions hereof, each of the terms and provisions of the Security Agreement and the other Loan Documents are hereby ratified and confirmed, and shall remain in full force and effect. The liens and security interests created by the Security Agreement remain in full force and effect.

4. Governing Law. THE TERMS AND PROVISIONS HEREOF SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF TEXAS.

5. Binding Agreement. This Amendment shall be binding upon the heirs, executors, administrators, personal representatives, successors and assigns of the parties hereto.

6. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall be construed as one and the same instrument.

7. No Oral Agreements. This Amendment, the Loan Agreement and the other Loan Documents embody the final, entire agreement among the parties hereto. There are no oral agreements among the parties hereto.

8. Imaging. Borrower understands and agrees that (i) Lender's document retention policy involves the imaging of executed loan documents and the destruction of the paper originals, and (ii) Borrower waives any right that it may have to claim that the imaged copies of the loan documents are not originals.

EXECUTED as of the date first above written.

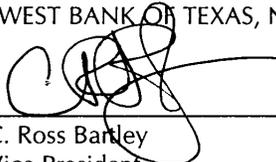
DEBTOR:

SOUTHWEST RAIL INDUSTRIES, INC.

By:  _____
Chris Garmoe
Vice President

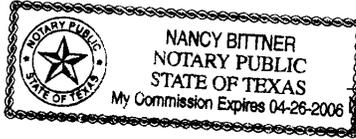
SECURED PARTY:

SOUTHWEST BANK OF TEXAS, N.A.

By:  _____
C. Ross Bartley
Vice President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

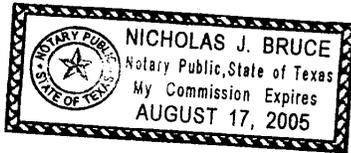
On this 24th day of February, 2005, this instrument was acknowledged before me by Chris Garmoe, Vice President of Southwest Rail Industries, Inc., a Texas corporation, on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nancy Bittner
Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 2nd day of March, 2005, this instrument was acknowledged before me by C. Ross Bartley as Vice President of Southwest Bank of Texas, N.A., a national association, on behalf of such association, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Nicholas J. Bruce
Notary Public, State of Texas

Annex "A"

Railcars

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|------|-------|-----------|
| SRIX | 37 | HCPX 1812 |
| SRIX | 221 | |
| SRIX | 222 | |
| SRIX | 223 | |
| SRIX | 224 | |
| SRIX | 225 | |
| SRIX | 226 | |
| SRIX | 227 | |
| SRIX | 228 | |
| SRIX | 244 | |
| SRIX | 245 | |
| SRIX | 246 | |
| SRIX | 254 | |
| SRIX | 255 | |
| SRIX | 256 | |
| SRIX | 1205 | |
| SRIX | 1207 | |
| SRIX | 1254 | |
| SRIX | 1255 | |
| SRIX | 2300 | |
| SRIX | 2301 | |
| SRIX | 2303 | |
| SRIX | 2304 | |
| SRIX | 2311 | |
| SRIX | 2314 | |
| SRIX | 2316 | |
| SRIX | 2317 | |
| SRIX | 2319 | |
| SRIX | 2323 | |
| SRIX | 2339 | |
| SRIX | 2349 | |
| SRIX | 2553 | |
| SRIX | 3200 | |
| SRIX | 3261 | |
| SRIX | 3262 | |
| SRIX | 3263 | UTLX |
| SRIX | 10001 | |
| SRIX | 10002 | |
| SRIX | 10003 | |
| SRIX | 10004 | |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|------|-------|
| SRIX | 10005 |
| SRIX | 10006 |
| SRIX | 10007 |
| SRIX | 10008 |
| SRIX | 16101 |
| SRIX | 16102 |
| SRIX | 16103 |
| SRIX | 16105 |
| SRIX | 16106 |
| SRIX | 16107 |
| SRIX | 16110 |
| SRIX | 16111 |
| SRIX | 16112 |
| SRIX | 16113 |
| SRIX | 16114 |
| SRIX | 16115 |
| SRIX | 16116 |
| SRIX | 17007 |
| SRIX | 17008 |
| SRIX | 17009 |
| SRIX | 17010 |
| SRIX | 17011 |
| SRIX | 17012 |
| SRIX | 17013 |
| SRIX | 17014 |
| SRIX | 17015 |
| SRIX | 17016 |
| SRIX | 17017 |
| SRIX | 17018 |
| SRIX | 17019 |
| SRIX | 17020 |
| SRIX | 17021 |
| SRIX | 17022 |
| SRIX | 17023 |
| SRIX | 17024 |
| SRIX | 17025 |
| SRIX | 17026 |
| SRIX | 17027 |
| SRIX | 17028 |
| SRIX | 17029 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|------|-------|-----------|
| SRIX | 17030 | |
| SRIX | 17031 | |
| SRIX | 17043 | |
| SRIX | 17053 | |
| SRIX | 17054 | |
| SRIX | 17055 | |
| SRIX | 20100 | |
| SRIX | 20101 | |
| SRIX | 20102 | |
| SRIX | 20103 | |
| SRIX | 20106 | |
| SRIX | 20513 | |
| SRIX | 20514 | |
| SRIX | 20515 | |
| SRIX | 20516 | |
| SRIX | 20517 | |
| SRIX | 20518 | |
| SRIX | 20519 | |
| SRIX | 20521 | |
| SRIX | 20522 | |
| SRIX | 20700 | |
| SRIX | 20701 | |
| SRIX | 20702 | |
| SRIX | 20703 | |
| SRIX | 20704 | |
| SRIX | 20705 | HCPX 1809 |
| SRIX | 20706 | |
| SRIX | 21004 | |
| SRIX | 21005 | |
| SRIX | 21006 | |
| SRIX | 21007 | |
| SRIX | 21008 | |
| SRIX | 21009 | |
| SRIX | 21010 | |
| SRIX | 21011 | |
| SRIX | 21012 | |
| SRIX | 21013 | TVAX 2050 |
| SRIX | 21014 | |
| SRIX | 21015 | |
| SRIX | 21016 | TVAX 2055 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|------|-------|-----------|
| SRIX | 21017 | |
| SRIX | 21018 | TVAX 2057 |
| SRIX | 21019 | |
| SRIX | 21020 | |
| SRIX | 21524 | |
| SRIX | 21525 | |
| SRIX | 22001 | |
| SRIX | 22002 | |
| SRIX | 22011 | |
| SRIX | 23502 | |
| SRIX | 23503 | |
| SRIX | 23504 | |
| SRIX | 23505 | |
| SRIX | 23506 | |
| SRIX | 23507 | |
| SRIX | 23530 | |
| SRIX | 23532 | |
| SRIX | 23533 | |
| SRIX | 23534 | |
| SRIX | 23535 | |
| SRIX | 23536 | |
| SRIX | 23537 | |
| SRIX | 23538 | |
| SRIX | 23539 | |
| SRIX | 23540 | |
| SRIX | 23541 | |
| SRIX | 23542 | |
| SRIX | 23543 | |
| SRIX | 23544 | |
| SRIX | 23549 | |
| SRIX | 23550 | |
| SRIX | 23551 | |
| SRIX | 23552 | |
| SRIX | 23553 | |
| SRIX | 23555 | SOEX 2529 |
| SRIX | 23556 | SOEX 2532 |
| SRIX | 23557 | |
| SRIX | 23558 | |
| SRIX | 23559 | |
| SRIX | 23560 | |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|------|-------|
| SRIX | 23561 |
| SRIX | 23562 |
| SRIX | 23563 |
| SRIX | 23564 |
| SRIX | 23565 |
| SRIX | 23566 |
| SRIX | 23567 |
| SRIX | 23568 |
| SRIX | 23569 |
| SRIX | 23570 |
| SRIX | 23571 |
| SRIX | 23572 |
| SRIX | 23573 |
| SRIX | 23574 |
| SRIX | 23575 |
| SRIX | 23576 |
| SRIX | 23577 |
| SRIX | 23578 |
| SRIX | 23579 |
| SRIX | 23580 |
| SRIX | 23581 |
| SRIX | 23582 |
| SRIX | 23583 |
| SRIX | 23584 |
| SRIX | 23585 |
| SRIX | 23586 |
| SRIX | 23587 |
| SRIX | 23588 |
| SRIX | 23589 |
| SRIX | 23590 |
| SRIX | 23591 |
| SRIX | 23592 |
| SRIX | 23593 |
| SRIX | 23594 |
| SRIX | 23595 |
| SRIX | 23596 |
| SRIX | 23597 |
| SRIX | 23598 |
| SRIX | 23599 |
| SRIX | 24003 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|-------------|--------------|--------------------|
| SRIX | 24004 | |
| SRIX | 24005 | |
| SRIX | 25011 | |
| SRIX | 25012 | |
| SRIX | 25013 | |
| SRIX | 25014 | |
| SRIX | 25015 | |
| SRIX | 25016 | |
| SRIX | 25017 | |
| SRIX | 25018 | |
| SRIX | 25020 | |
| SRIX | 25021 | |
| SRIX | 25028 | |
| SRIX | 25029 | |
| SRIX | 25030 | |
| SRIX | 25031 | |
| SRIX | 25034 | |
| SRIX | 25035 | |
| SRIX | 25036 | |
| SRIX | 30049 | |
| SRIX | 30050 | Stencilled PPRX 18 |
| SRIX | 30112 | |
| SRIX | 30113 | |
| SRIX | 30114 | |
| SRIX | 30115 | |
| SRIX | 30117 | |
| SRIX | 30118 | |
| SRIX | 30119 | |
| SRIX | 30120 | |
| SRIX | 30121 | |
| SRIX | 30122 | |
| SRIX | 30123 | |
| SRIX | 30124 | |
| SRIX | 30125 | |
| SRIX | 30126 | |
| SRIX | 30127 | |
| SRIX | 30128 | |
| SRIX | 30129 | |
| SRIX | 30130 | |
| SRIX | 30131 | |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|-------------|--------------|
| SRIX | 30132 |
| SRIX | 30133 |
| SRIX | 30134 |
| SRIX | 30136 |
| SRIX | 30137 |
| SRIX | 30138 |
| SRIX | 30139 |
| SRIX | 30140 |
| SRIX | 30142 |
| SRIX | 30143 |
| SRIX | 30144 |
| SRIX | 30145 |
| SRIX | 30146 |
| SRIX | 30147 |
| SRIX | 30148 |
| SRIX | 30149 |
| SRIX | 30150 |
| SRIX | 30151 |
| SRIX | 30152 |
| SRIX | 30162 |
| SRIX | 30163 |
| SRIX | 30164 |
| SRIX | 30165 |
| SRIX | 30166 |
| SRIX | 30167 |
| SRIX | 30168 |
| SRIX | 30169 |
| SRIX | 30170 |
| SRIX | 30171 |
| SRIX | 30172 |
| SRIX | 30177 |
| SRIX | 30179 |
| SRIX | 30180 |
| SRIX | 30181 |
| SRIX | 33010 |
| SRIX | 33020 |
| SRIX | 33030 |
| SRIX | 33040 |
| SRIX | 33050 |
| SRIX | 33060 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|------|-------|
| SRIX | 33090 |
| SRIX | 33130 |
| SRIX | 33140 |
| SRIX | 33170 |
| SRIX | 33180 |
| SRIX | 33200 |
| SRIX | 33240 |
| SRIX | 33260 |
| SRIX | 33270 |
| SRIX | 33501 |
| SRIX | 33547 |
| SRIX | 33617 |
| SRIX | 33618 |
| SRIX | 33619 |
| SRIX | 33620 |
| SRIX | 33621 |
| SRIX | 33622 |
| SRIX | 33623 |
| SRIX | 33631 |
| SRIX | 33632 |
| SRIX | 33633 |
| SRIX | 33634 |
| SRIX | 33635 |
| SRIX | 33636 |
| SRIX | 33637 |
| SRIX | 33638 |
| SRIX | 33639 |
| SRIX | 33640 |
| SRIX | 33641 |
| SRIX | 33642 |
| SRIX | 33643 |
| SRIX | 33644 |
| SRIX | 33645 |
| SRIX | 33646 |
| SRIX | 33647 |
| SRIX | 33648 |
| SRIX | 33649 |
| SRIX | 33650 |
| SRIX | 33651 |
| SRIX | 33652 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|-------------|--------------|
| SRIX | 33653 |
| SRIX | 33654 |
| SRIX | 33655 |
| SRIX | 33670 |
| SRIX | 33671 |
| SRIX | 33672 |
| SRIX | 33673 |
| SRIX | 33674 |
| SRIX | 33675 |
| SRIX | 33676 |
| SRIX | 33677 |
| SRIX | 33698 |
| SRIX | 33699 |
| SRIX | 33700 |
| SRIX | 33701 |
| SRIX | 33702 |
| SRIX | 33703 |
| SRIX | 33704 |
| SRIX | 33705 |
| SRIX | 33706 |
| SRIX | 33707 |
| SRIX | 33708 |
| SRIX | 33709 |
| SRIX | 33710 |
| SRIX | 33711 |
| SRIX | 33712 |
| SRIX | 33713 |
| SRIX | 33714 |
| SRIX | 33715 |
| SRIX | 34004 |
| SRIX | 34010 |
| SRIX | 34011 |
| SRIX | 34012 |
| SRIX | 34013 |
| SRIX | 34014 |
| SRIX | 34015 |
| SRIX | 34016 |
| SRIX | 34017 |
| SRIX | 34018 |
| SRIX | 34020 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|------|-------|
| SRIX | 34060 |
| SRIX | 34075 |
| SRIX | 34076 |
| SRIX | 34077 |
| SRIX | 45300 |
| SRIX | 45302 |
| SRIX | 45303 |
| SRIX | 45304 |
| SRIX | 45305 |
| SRIX | 45306 |
| SRIX | 45307 |
| SRIX | 45308 |
| SRIX | 45309 |
| SRIX | 45310 |
| SRIX | 45311 |
| SRIX | 45312 |
| SRIX | 45313 |
| SRIX | 45314 |
| SRIX | 45315 |
| SRIX | 45316 |
| SRIX | 45317 |
| SRIX | 45318 |
| SRIX | 45319 |
| SRIX | 45320 |
| SRIX | 45321 |
| SRIX | 45322 |
| SRIX | 45323 |
| SRIX | 45324 |
| SRIX | 45325 |
| SRIX | 45326 |
| SRIX | 45327 |
| SRIX | 45328 |
| SRIX | 45329 |
| SRIX | 45330 |
| SRIX | 45331 |
| SRIX | 45332 |
| SRIX | 45333 |
| SRIX | 45334 |
| SRIX | 45335 |
| SRIX | 45336 |

Exhibit "A"
Railcars

STENCIL NUMBERS

| | |
|-------------|--------------|
| SRIX | 45337 |
| SRIX | 45338 |
| SRIX | 45339 |
| SRIX | 45340 |
| SRIX | 45341 |
| SRIX | 45342 |
| SRIX | 45343 |
| SRIX | 45344 |
| SRIX | 45345 |
| SRIX | 45347 |
| SRIX | 45348 |
| SRIX | 45349 |
| SRIX | 45350 |
| SRIX | 45351 |
| SRIX | 45352 |
| SRIX | 45353 |
| SRIX | 45354 |
| SRIX | 45355 |
| SRIX | 45356 |
| SRIX | 45357 |
| SRIX | 45358 |
| SRIX | 45359 |
| SRIX | 45360 |
| SRIX | 45362 |
| SRIX | 45363 |
| SRIX | 45364 |
| SRIX | 45365 |
| SRIX | 45366 |
| SRIX | 45367 |
| SRIX | 45369 |
| SRIX | 45370 |
| SRIX | 45371 |
| SRIX | 45372 |
| SRIX | 45373 |
| SRIX | 45374 |
| SRIX | 45375 |
| SRIX | 45376 |
| SRIX | 45377 |
| SRIX | 45378 |
| SRIX | 45379 |

SOUTHWEST RAIL INDUSTRIES, INC.
Cars with Southwest Bank of Texas N.A.
2/24/05

Exhibit "A"
Railcars

STENCIL NUMBERS

| | | |
|---------------|---------------|------------------|
| SRIX | 45380 | |
| SRIX | 45381 | |
| SRIX | 45382 | |
| SRIX | 45383 | |
| SRIX | 45384 | |
| SRIX | 45385 | |
| SRIX | 45386 | |
| SRIX | 45387 | |
| SRIX | 45388 | |
| SRIX | 45389 | |
| SRIX | 45390 | |
| SRIX | 45391 | |
| SRIX | 45392 | |
| SRIX | 45393 | |
| SRIX | 45394 | |
| SRIX | 45395 | |
| SRIX | 45396 | |
| SRIX | 45397 | |
| SRIX | 45398 | |
| SRIX | 219600 | SOEX 2525 |
| SRIX | 219800 | SOEX 2524 |
| SRIX | 251300 | |
| SRIX | 252200 | |
| SRIX | 252400 | SOEX 2513 |
| SRIX | 252500 | SOEX 2522 |
| SRIX | 252600 | SOEX 2198 |
| SRIX | 252700 | SOEX 2196 |
| SRIX | 252900 | SOEX 2526 |
| SRIX | 253200 | SOEX 2527 |
| <hr/> | | |
| Totals | 469 | |