

June 13, 2005

**Nathan  
Sommers  
Jacobs**

RECORDATION NO. 22456-N FILED

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

JUN 21 '05

10-47 AM

SURFACE TRANSPORTATION BOARD



Re: Document for Recordation

To whom it may concern:

I have enclosed two (2) originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a release of lien and security interest dated as of May 26, 2005 (the "Release of Lien"), and is a secondary document. The primary document to which this Release of Lien is connected is recorded under Recordation No. 22456.

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

Secured Party:

Amegy Bank National Association  
Five Post Oak Park  
4400 Post Oak Parkway  
Houston, Texas 77027

Debtor:

Southwest Rail Industries, Inc.  
501 South East St.  
Weimar, Texas 78962

A description of the equipment to be released under the Release of Lien is as follows:

ten (10) 33,000 gallon railroad tank cars stencil numbers SRIX <sup>33716</sup>~~33706~~  
through SRIX ~~33715~~ (inclusive) (the "Rail Cars").  
<sup>33725</sup>

A short summary of the Release of Lien to appear in the index is as follows:

Release of Lien dated as of May 26, 2005, between Amegy Bank National Association (f/k/a Southwest Bank of Texas, N.A.), 5 Post Oak Park, 4400 Post Oak Parkway, Houston, Texas 77027 ("Secured Party") and Southwest Rail Industries, Inc., 501 South East St., Weimar, Texas

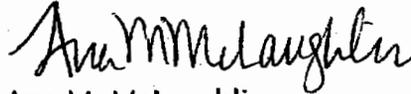
**A Professional Corporation**  
ATTORNEYS AND COUNSELORS  
2800 POST OAK BOULEVARD 16TH FLOOR  
HOUSTON, TEXAS 77056-6102  
MAIN: 713.960.0303

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

78962 ("Debtor"), and releasing ten (10) 33,000 gallon railroad tank cars stencil numbers SRIX  
~~33706~~ through SRIX ~~33715~~ (inclusive).  
33716                      33725

A fee of \$32.00 is enclosed. Please return one (1) file stamped original to the undersigned  
after recording.

Sincerely,



Ana M. McLaughlin  
Legal Assistant

:AMM

encl

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RELEASE OF LIEN AND SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

STATE OF TEXAS §  
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, AMEGY BANK NATIONAL ASSOCIATION (formerly known as SOUTHWEST BANK OF TEXAS, N.A.) ("Lender") is the owner and holder of certain indebtedness (the "Indebtedness") of SOUTHWEST RAIL INDUSTRIES, INC., a Texas corporation (the "Debtor"), which was secured by that certain Security Agreement, dated October 31, 2003, executed by Debtor for the benefit of Lender, as amended by First Amendment to Security Agreement dated as of January 16, 2004, Second Amendment to Security dated as of March 31, 2004, Third Amendment to Loan Agreement dated as of June 24, 2004 and Fourth Amendment to Loan Agreement dated as of February 24, 2005 (the "Security Agreement"), filed with the Surface Transportation Board of the Department of Transportation under file numbers 22456-E, 22456-G, 22456-H, 22456-K and 22456-L, respectively, covering, among other things, ten (10) railroad cars, specifically:

ten (10) 33,000 gallon railroad tank cars stencil numbers SRIX <sup>33716</sup>~~33706~~ through SRIX ~~33715~~ (inclusive) (the "Rail Cars");  
<sup>33725</sup>

WHEREAS, the Indebtedness has been paid in part but not in full.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed, Lender hereby RELEASES and DISCHARGES all liens, rights, titles, interests, assignments and security interests covering or related to the Rail Cars held by Lender, including the liens and security interests created by the Security Agreement in the Rail Cars.

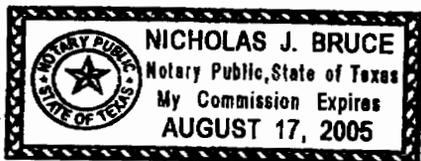
EXECUTED as of May 26, 2005.

AMEGY BANK NATIONAL ASSOCIATION (formerly known as SOUTHWEST BANK OF TEXAS, N.A.)

By:   
C. Ross Bartley  
Vice President

STATE OF TEXAS           §  
                                          §  
COUNTY OF HARRIS       §

On this 9<sup>th</sup> day of June, 2005, this instrument was acknowledged before me by C. Ross Bartley as Vice President of Amegy Bank National Association, a national association, on behalf of such association 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 association.



Nicholas J. Bruce  
Notary Public, State of Texas