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October 4, 2010

RECORDATION NO. 29395A FILED

OCT 18 '10 -1 10 PM

SURFACE TRANSPORTATION BOARD

OCT 18 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are duplicate originals of an Amendment of Memorandum of Security Agreement and Lease Assignment, dated as of June 24, 2010.

This document is a secondary document as defined in the Board's rules for the recordation of documents. The primary document to which it relates is that certain Memorandum of Security Agreement and Lease Assignment recorded as No. 29395, dated as of June 24, 2010.

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

Borrower/Mortgagor/
Lessor/Assignor

Rio Grande Chemical, Ltd.
901 Lindberg Avenue
McAllen, Texas 78501

Lender/Mortgagee/Assignee

San Antonio National Bank
45 N E Loop 410
San Antonio, TX 78216

A description of the railroad equipment covered by the enclosed document is seventy-five (75) 1995, Thrall built, 3000 cf. Capacity, AAR Type C112, covered hopper railcars numbered as shown on the attached Exhibit "A."

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recording fee. Please return a stamped original of the enclosed document to the undersigned.

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
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A short description of the document to appear in the index is as follows: an amendment to that certain Memorandum of Security Agreement and Lease Assignment with recordation no. 29395 which modifies the list of 75 railway cars covered by said primary document.

Thank you very much.

Sincerely,



R. Harry Akin

RHA/cgb
encl.

cc: Mr. Pace Erbstoesser
San Antonio National Bank

RECORDATION NO. 29395A FILED

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SURFACE TRANSPORTATION BOARD

OCT 18 2010

**AMENDMENT OF MEMORANDUM OF SECURITY AGREEMENT
AND LEASE ASSIGNMENT**

dated as of June 24, 2010

between

**RIO GRANDE CHEMICAL, LTD.,
A Texas limited partnership,
as Borrower**

and

**SAN ANTONIO NATIONAL BANK,
as Lender**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. §11301**

**AMENDMENT OF MEMORANDUM OF SECURITY AGREEMENT
AND LEASE AGREEMENT**

THIS AMENDMENT OF MEMORANDUM OF SECURITY AGREEMENT AND LEASE ASSIGNMENT, dated as of June 24, 2010, by and between **RIO GRANDE CHEMICAL, LTD. ("Borrower")**, a Texas limited partnership, and **SAN ANTONIO NATIONAL BANK ("Lender")**:

1. This is a secondary document, being an amendment of that certain Memorandum of Security Agreement and Lease Assignment executed by Borrower and Lender with recordation no. 29395, dated June 24, 2010, and covering (i) seventy-five (75) 1995 Thrall built, 115-ton, AAR Car Type C112, 300 c.f. capacity, 286 GWR, two pocket covered hopper railcars, and (ii) a certain lease of said railcars by Borrower, as Lessor, to Halliburton Energy Services, Incl, as Lessee, as described in said Memorandum of Security Agreement and Lease Assignment.

2. Said Memorandum of Security Agreement and Lease Assignment is hereby amended by substituting for Exhibit "A" thereto (being a list of specific railcars) that certain Exhibit "A" which is attached to this Amendment of Memorandum of Security Agreement and Lease Assignment and made a part hereof.

3. Except as specifically modified hereby, said Memorandum of Security Agreement and Lease Assignment is hereby affirmed and continues in full force and effect.

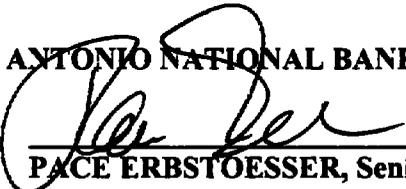
In witness whereof, each of the parties hereto has caused this Amendment of Memorandum of Security Agreement and Lease Assignment to be executed by its duly authorized officer or representative as of the date first above written.

**RIO GRANDE CHEMICAL, LTD.,
a Texas limited partnership**

**By: RIO GRANDE CHEMICAL (GP), LLC.,
a Texas limited liability company,
its general partner**

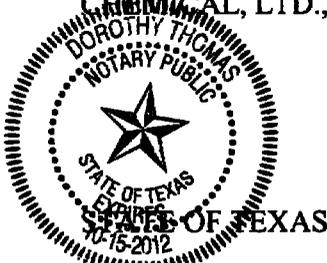
By: 
PAUL G. VEALE, JR., Sole Manager

SAN ANTONIO NATIONAL BANK

By: 
PACE ERBSTOESSER, Senior Vice President

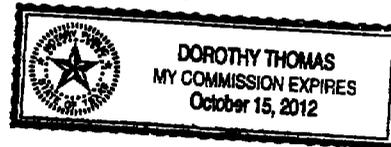
STATE OF TEXAS §
§
COUNTY OF HIDALGO §

I hereby certify that on this _____ day of September, 2010, before me personally appeared PAUL G. VEALE, JR., to me personally known, who, being by me duly sworn, acknowledged himself to be the Sole Manager of RIO GRANDE CHEMICAL (GP), LLC, a Texas limited partnership, and acknowledged that he, as such Sole Manager, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of RIO GRANDE CHEMICAL (GP), LLC, a Texas limited liability company, as the general partner of RIO GRANDE CHEMICAL, LTD., a Texas limited partnership, by himself as Sole Manager.



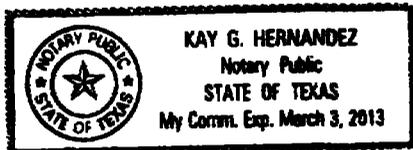
Dorothy Thomas

Notary Public, State of Texas



COUNTY OF HIDALGO §
§
§

I hereby certify that on this 1ST day of ~~September~~ ^{October}, 2010, before me, personally appeared PACE ERBSTOESSER, to me personally known, who, being by me duly sworn, acknowledged himself to be the Senior Vice President of SAN ANTONIO NATIONAL BANK, and acknowledged that he, as such Senior Vice President, being authorized so to do, executed the instrument for the purposes herein contained by signing the name of SAN ANTONIO NATIONAL BANK by himself as Senior Vice President.



Kay G. Hernandez

Notary Public, State of Texas

Exhibit "A"

Seventy-five (75) railroad cars (the "Cars"), the same being identified below:

Rio Grande Chemical, Ltd.
Halliburton Rider 8 Cars*

Seventy-five (75) 1995 Thrall built, 3000 cf capacity, AAR Type C112 covered hopper railcars
(from Apasco C-17 lease)]

1-RGCX-310-1607345	26-RGCX-393-1607428	51-RGCX-501-1607536
2-RGCX-311-1607346	27-RGCX-397-1607432	52-RGCX-504-1607539
3-RGCX-313-1607348	28-RGCX-399-1607434	53-RGCX-511-1607546
4-RGCX-319-1607354	29-RGCX-400-1607435	54-RGCX-512-1607547
5-RGCX-324-1607359	30-RGCX-407-1607442	55-RGCX-520-1607555
6-RGCX-333-1607368	31-RGCX-412-1607447	56-RGCX-522-1607557
7-RGCX-335-1607370	32-RGCX-415-1607450	57-RGCX-528-1607563
8-RGCX-337-1607372	33-RGCX-416-1607451	58-RGCX-529-1607564
9-RGCX-339-1607374	34-RGCX-424-1607459	59-RGCX-538-1607573
10-RGCX-342-1607377	35-RGCX-430-1607465	60-RGCX-545-1607580
11-RGCX-346-1607381	36-RGCX-437-1607472	61-RGCX-546-1607581
12-RGCX-350-1607385	37-RGCX-438-1607473	62-RGCX-548-1607583
13-RGCX-353-1607388	38-RGCX-443-1607478	63-RGCX-552-1607587
14-RGCX-356-1607391	39-RGCX-449-1607484	64-RGCX-554-1607589
15-RGCX-357-1607392	40-RGCX-454-1606489	65-RGCX-556-1607591
16-RGCX-365-1607400	41-RGCX-455-1607490	66-RGCX-558-1607593
17-RGCX-367-1607402	42-RGCX-457-1607492	67-RGCX-563-1607598
18-RGCX-368-1607403	43-RGCX-463-1607498	68-RGCX-564-1607599
19-RGCX-370-1607405	44-RGCX-464-1607499	69-RGCX-571-1607606
20-RGCX-372-1607407	45-RGCX-477-1607512	70-RGCX-573-1607608
21-RGCX-380-1607415	46-RGCX-478-1607513	71-RGCX-580-1607615
22-RGCX-381-1607416	47-RGCX-483-1607518	72-RGCX-582-1607617
23-RGCX-385-1607420	48-RGCX-490-1607525	73-RGCX-584-1607619
24-RGCX-387-1607422	49-RGCX-491-1607526	74-RGCX-590-1607625
25-RGCX-389-1607424	50-RGCX-492-1607527	75-RGCX-597-1607632