

**OSTER RESEARCHING SERVICES**

12897 Colonial Drive  
Mt. Airy, Maryland 21771  
(301) 253-6040  
maryannoster@comcast.net

February 14, 2012

RECORDATION NO. 30086 FILED

FEB 14 '12 -3 55 PM

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Security Agreement dated 1/30/12

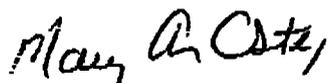
Secured Party: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 700  
Minneapolis, Minnesota 55402

Debtor: Rio Grande Chemical. Ltd.  
901 Lindberg  
McAllen, Texas 78502

Equipment: 50, 3280 cf Covered Hoppers  
RGCX 1492-1541

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

FEB 14 '12 -3 55 PM

SURFACE TRANSPORTATION BOARD



# Memorandum of Security Agreement

*Wells Fargo Equipment Finance, Inc. | 733 Marquette Avenue, Suite 700 | MAC.N9306-070 | Minneapolis, MN 55402*

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 30 day of January, 2012, by and between Rio Grande Chemical, Ltd., a Texas Limited Partnership ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota Corporation ("Secured Party").

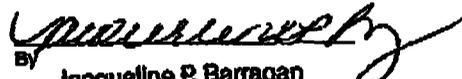
A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of January 30, 2012 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated January 30, 2012 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

- (a) Fifty (50) Trinity Covered Hopper Railcars with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;
- (b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;
- (c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;
- (d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract of otherwise, in respect of any defect in the Railcars or any part thereof;
- (e) any agreement now or hereafter entered into for leasing the Railcars to any third party, including, without limitation, the Addendum # 1 dated September 12, 2011 to Rider No. 13 dated June 3, 2011 to Railcar Net Leasing Agreement dated April 1, 2004 between the Debtor and Halliburton Energy Services, Inc. and the right to receive all payments and other sums due and to become due from time to time thereunder, to receive all notices and give consents, to exercise any election or option, to declare defaults and to demand payment of any sum due in connection therewith;
- (f) all rent, damages and other moneys from time to time payable to or receivable by the Debtor in respect of the Railcars; and
- (g) all proceeds (cash and non-cash), including insurance proceeds, settlement proceeds and condemnation awards thereof.

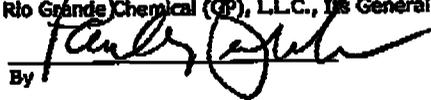
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.

By   
 Jacqueline P. Barragan  
 Vice President  
 Title  
 Loan Administration Manager

Rio Grande Chemical, Ltd.

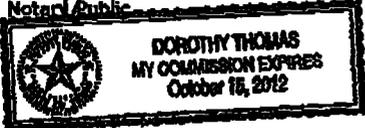
Rio Grande Chemical (GP), L.L.C., Its General Partner

By   
 Paul G. Yeale, Jr., Its Manager  
 Title

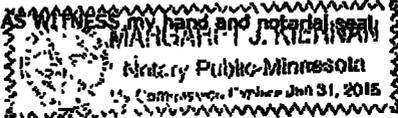
STATE OF Texas  
COUNTY OF Hidalgo

On this 10 day of Feb., 2012, before me, a Notary Public of the City and State aforesaid, personally appeared Paul G. Veale, Jr. to me personally known, who being by me duly sworn, says that (he/she) is the Manager of G.P. of Rio Grande Chemical, Ltd. the foregoing instrument was signed on behalf of said limited partnership 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 limited partnership.

AS WITNESS my hand and notarial seal.  
  
My commission expires 10-15-2012  
State of TX  
County - Hidalgo

Dorothy Thomas  
Notary Public  


On this 10 day of Feb, 2012, before me, a Notary Public of the City and State aforesaid, personally appeared Jacques P. Ruffin personally known, who being by me duly sworn, says that (he/she) is the VP of Willis Fargo Capital the foregoing 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.

AS WITNESS my hand and notarial seal.  
  
Notary Public - Minnesota  
My Commission Expires Jan 31, 2015

Margaret J. Richman  
Notary Public

My commission expires:

# Schedule A

## to Memorandum of Security Agreement

Wells Fargo Equipment Finance, Inc. | 733 Marquette Avenue, Suite 700 | MAC N9306-070 | Minneapolis, MN 55402



Debtor: Rio Grande Chemical, Ltd.

(50) 2001 Trinity built 110-Ton, 3281 c.f. Hopper Railcars with the following markings:

Markings	Markings	Markings	Markings	Markings
RGCX 1492	RGCX 1502	RGCX 1512	RGCX 1522	RGCX 1532
RGCX 1493	RGCX 1503	RGCX 1513	RGCX 1523	RGCX 1533
RGCX 1494	RGCX 1504	RGCX 1514	RGCX 1524	RGCX 1534
RGCX 1495	RGCX 1505	RGCX 1515	RGCX 1525	RGCX 1535
RGCX 1496	RGCX 1506	RGCX 1516	RGCX 1526	RGCX 1536
RGCX 1497	RGCX 1507	RGCX 1517	RGCX 1527	RGCX 1537
RGCX 1498	RGCX 1508	RGCX 1518	RGCX 1528	RGCX 1538
RGCX 1499	RGCX 1509	RGCX 1519	RGCX 1529	RGCX 1539
RGCX 1500	RGCX 1510	RGCX 1520	RGCX 1530	RGCX 1540
RGCX 1501	RGCX 1511	RGCX 1521	RGCX 1531	RGCX 1541

Debtor:

Rio Grande Chemical, Ltd.

By: Rio Grande Chemical (GP), L.L.C., Its General Partner

By

Paul G. Veale, Jr., Its Manager  
Title