

OSTER RESEARCHING SERVICES

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February 4, 2013

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 Rail Car Mortgage and
Security Agreement dated 01/24/13

Secured Party: Prosperity Bank
4295 San Felipe, Suite 100
Houston, TX 77027

Debtor: 3-H Tank Car Ltd.
6550 Fannin, Suite 1824
Houston, TX 77030

Equipment: 20, 23,500 gal. Tank Cars
NATX 50465, 50467, 50477, 50478
PLCX 92503, 92504, 92506, 92511,
92513, 92514, 92517, 92527,
92519-92525, 92528

Please record this agreement as a primary document. The filing fee of \$42 is enclosed.

Sincerely,



Mary Ann Oster
Research Consultant

MEMORANDUM OF RAIL CAR MORTGAGE AND SECURITY AGREEMENT

This Memorandum of Railroad Car Mortgage and Security Agreement ("Memorandum") is executed as of January 24, 2013, by and between 3-H TANKCAR, LTD., a Texas limited partnership (the "Debtor"), and PROSPERITY BANK, a Texas state bank (the "Secured Party").

A. Debtor is indebted to Secured Party pursuant to that certain Promissory Note of even date executed by Debtor in favor of Secured Party.

B. To secure Debtor's obligations to Secured Party, Debtor executed and delivered to Secured Party a Rail Car Mortgage and Security Agreement of even date, pursuant to which Debtor granted, pledged, and assigned to Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral (the "Collateral"):

Twenty (20) railroad cars (the "Railcars"), including all appurtenances and additions thereto and substitutions therefor, wheresoever located, together with all tools, parts, and accessories used in connection therewith, more particularly described on the attached Exhibit "A," and the rights of Debtor under certain lease agreements and management agreements now or hereinafter applicable to all or any portion of the railroad cars described on the attached Exhibit "A."

The term "Collateral" as used in this Memorandum of Security Agreement shall mean and include, and the security interest, pledge, and/or assignment as applicable, shall cover, all of the foregoing property, as well as (i) all of Debtor's corporate and other business books, reports, memoranda, customer lists, credit files, data compilations, and computer software, in any form, including, without limitation, whether on tape, disk, card, strip, cartridge, or any other form, pertaining to any and all of the foregoing property, (ii) Debtors' right to receive any and all rents, lease payments, fees, or other amounts under such leases, subleases, or management agreements, (iii) all books, logs, records, registrations, schedules, and warranties related to the Collateral, and (iv) any accessions, additions and attachments thereto and the proceeds and products thereof, including without limitation, all cash, general intangibles, accounts, inventory, equipment, insurance proceeds payable because of loss or damage, or other property, benefits or rights arising therefrom, or other proceeds of any sale or other disposition of such property.

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

DEBTOR:

3-H TANKCAR, LTD.

By: J. F. Howell Oil and Gas Company,
a Texas corporation,
its General Partner

By: J. F. Howell
Jimmy F. Howell, M.D.,
Vice President

SECURED PARTY:

PROSPERITY BANK

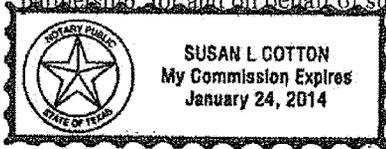
By: Kent S. Page
Name: Kent S. Page
Title: Senior Vice President

THE STATE OF TEXAS

COUNTY OF HARRIS

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This instrument was acknowledged before me on the 24 day of January, 2013, by Jimmy F. Howell, M.D., Vice President, for and on behalf of J. F. Howell Oil and Gas Company, a Texas corporation, in its capacity as the general partner of 3-H TANKCAR, LTD., a Texas limited partnership, for and on behalf of such limited partnership.



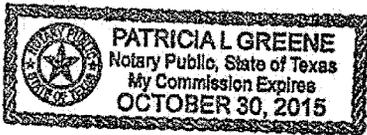
Susan L. Cotton
NOTARY PUBLIC, STATE OF TEXAS

THE STATE OF TEXAS

COUNTY OF HARRIS

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This instrument was acknowledged before me on the 25 day of January, 2013, by *Keim Stage*, *SVP* for and on behalf of PROSPERITY BANK, a Texas state bank.



Patricia L. Greene
NOTARY PUBLIC, STATE OF TEXAS

EXHIBIT "A"

RAILWAY EQUIPMENT

<u>CAR NUMBER</u>	<u>CLASS</u>	<u>NOMINAL CAPACITY</u>
NATX 50465	DOT111A100W3	23,500 gallons
NATX 50467		
NATX 50477		
NATX 50478		
PLCX 92503		
PLCX 92504		
PLCX 92508		
PLCX 92511		
PLCX 92513		
PLCX 92514		
PLCX 92517		
PLCX 92519		
PLCX 92520		
PLCX 92521		
PLCX 92522		
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PLCX 92528		