RECORDATION NO. _____ Filed & Recorded
NOV 2 1971 PM
INTERSTATE COMMERCE COMMISSION

COUNTERPART
No. 5 of 11

AMENDMENT

RECORDATION NO. 6213 C _____ Filed & Recorded
OCT 26 1971 -4 55 PM
INTERSTATE COMMERCE COMMISSION

Amendment dated as of June 25, 1971, by and between CHICAGO AND NORTH WESTERN RAILWAY COMPANY (hereinafter called "Railway") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter called "Bank");

WHEREAS, Railway and Bank have entered into a Security Agreement dated as of June 25, 1971, pursuant to and as provided for in a Loan Agreement dated as of February 13, 1970, between Railway and Bank; and

WHEREAS, said Loan Agreement states that the equipment to be financed thereunder shall be security for loans under said Loan Agreement and for loans under future loan agreements which so provide, and Railway and Bank wish to clarify the Security Agreement in this respect;

NOW, THEREFORE, in consideration of the foregoing, the parties hereto agree as follows:

1. The Security Agreement is hereby amended, by substituting the following section for Section 15 of the Security Agreement:

> "15. The Equipment, to the extent provided in the Loan Agreement dated as of February 13, 1970, between Bank and Railway,

shall also be security for each loan under said Loan Agreement and for loans under future loan agreements between Bank and Railway which so provide, and shall be subject to the lien and all of the terms of said Loan Agreement and future loan agreements which so provide and any conditional sale agreement, chattel mortgage or security agreement made pursuant thereto."

2. Except as amended hereby, the Security Agreement shall remain unaltered and in full force and effect.

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

CHICAGO AND NORTH WESTERN RAILWAY COMPANY

By _____
Vice President

ATTEST:

_____
Secretary

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO

By _____
Vice President

ATTEST:

_____
Assistant Cashier

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 19th day of October , 1971 , before me personally appeared J. M. Butler to me personally known, who, being by me duly sworn, says that he is Vice President of CHICAGO AND NORTH WESTERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said 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.

Ellis A. Brock
Notary Public

(NOTARIAL SEAL)

My Commission expires:
My Commission Expires October 3, 1973
ELLIS A. BROCK

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 19th day of October , 1971 , before me personally appeared C.O. NEWLIN to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said 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.

Donald J. Radaszewski
Notary Public

(NOTARIAL SEAL)

My Commission expires: FEBRUARY 25, 1973