RECORDATION NO. 6247-A
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INTERSTATE COMMERCE COMMISSION

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Supplemental Security Agreement
Supplementing Conditional Sale Agreement
Dated as of June 30, 1971

Supplemental Security Agreement dated as of June 30, 1971, by and between CHICAGO AND NORTH WESTERN RAILWAY COMPANY (hereinafter called the "Railway") and the CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter called the "Bank");

WHEREAS, Railway and Bank have entered into a Loan Agreement dated as of April 1, 1971 (hereinafter called the "Loan Agreement"); and

WHEREAS, pursuant to and as provided for in the Loan Agreement and in the Agreement and Assignment dated as of June 30, 1971, between NORTHWEST PROPERTIES CO. (hereinafter called the "Seller") and Bank, Bank has acquired Seller's interest in the Conditional Sale Agreement dated as of June 30, 1971, between Seller and Railway (hereinafter called the "Conditional Sale Agreement") providing for Railway's purchase of railroad equipment described in Schedule A thereto (hereinafter called the "Equipment"); and

WHEREAS, the Loan Agreement states that each unit of equipment financed under the Loan Agreement shall be security for all loans made thereunder, and Railway wishes

to grant to Bank a security interest to that effect in the Equipment;

NOW, THEREFORE, in consideration of the foregoing Railway does hereby grant to Bank a security interest in all of the Equipment for the purpose of securing the payment of all the indebtedness of Railway under the Loan Agreement and any conditional sale agreement, chattel mortgage or security agreement made pursuant thereto.

Except as supplemented hereby, the Conditional Sale Agreement shall remain unaltered and in full force and effect.

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

CHICAGO AND NORTH WESTERN RAILWAY COMPANY

By _____
Vice President

ATTEST:

_____
Assistant 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 16th day of November, 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.

Notary Public

(NOTARIAL SEAL)

My Commission expires: Jan. 29, 1975

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 17th day of November, 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.

Eileen Hudson
Notary Public

(NOTARIAL SEAL)

My Commission expires: