

MAYER, BROWN & PLATT

888 SEVENTEENTH STREET, N.W.

EUROPEAN OFFICE
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01-588-0667
TELEX 8811095
CABLE LEMAYLDN

WASHINGTON, D. C. 20006
202-785-4443
TELEX 253760
CABLE LEMAYDC

CHICAGO OFFICE
231 SOUTH LA SALLE STREET
CHICAGO, ILLINOIS 60604
312-782-0600
TELEX 253760
CABLE LEMAY

July 30, 1976

RECORDATION NO. *7251-C*

JUL 30 1976-11 15 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Constitution and 12th Streets, N.W.
Washington, D.C.

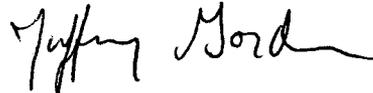
Attention: Mrs. Mildred Lee

Dear Mrs. Lee:

We filed today with the Interstate Commerce Commission (the "Commission") Security Agreement Supplement No. 2, to the Security Agreement filed and recorded (Recordation No. 7251) with the Commission on November 30, 1973, under Section 20c of the Interstate Commerce Act, from Transportation Corporation of America, an Illinois corporation ("Company") having its office at 26th and State Streets, Chicago Heights, Illinois 60411, to Continental Illinois National Bank and Trust Company of Chicago, a national banking association ("Bank") having its office at 231 South La Salle Street, Chicago, Illinois 60693.

The Company has, in and by Security Agreement Supplement No. 2, mortgaged, transferred and assigned to Bank, and granted to Bank a security interest in and to the Supplement Equipment described in Schedule I thereto and the Supplement Leases described in Schedule II thereto.

Very truly yours,



Jeffrey I. Gordon

JIG/bal

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

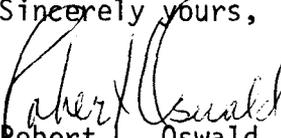
7/30/76

- **Jason Kravitt**
Mayer , Brown & Platt
231 South LaSalle Street
Chicago, Illinois 60604
-

Dear Sir:

The enclosed document was recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act, 49 U.S.C. 20c, on **7/30/76** at **11:15am** , and assigned recordation number **7251-C**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure

SE-39
(2/75)

SECURITY AGREEMENT SUPPLEMENT JUL 30 1976 11 15 AM
NO. 2 INTERSTATE COMMERCE COMMISSION

Security Agreement Supplement ("this Supplement") dated as of May 28, 1976 from TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation ("Company"), having its office at 26th and State Streets, Chicago Heights, Illinois 60411, to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association ("Bank"), having its office at 231 South LaSalle Street, Chicago, Illinois 60693.

W I T N E S S E T H:

Company and Bank have executed and delivered a certain Security Agreement (Chattel Mortgage and Security Agreement) dated as of July 1, 1973 (which agreement, together with any amendments which have been made thereto, is hereinafter called the "Security Agreement") as security for certain loans made by the Bank to Company under that certain Financing Agreement (and, if amended, all amendments thereto) dated as of July 1, 1973, as Amended and Restated as of May 28, 1976 (including provision for a term loan in the principal amount of \$12,000,000 maturing seven (7) years after the date thereof) (the "Financing Agreement") between Company and Bank.

The Security Agreement was filed and recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act on November 30, 1973 as Document No. 7251 and Company and Bank executed and delivered Security Agreement Supplement No. 1 thereto, dated June 26, 1974, which was filed and recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act on February 26, 1976 as Document No. 7251-B.

Company has assigned and granted to Bank under the Security Agreement a security interest in and to (i) certain equipment therein described, including the equipment described in Schedule I annexed hereto (the "Supplement Equipment") and (ii) certain leases therein described, including the leases of such Security Equipment described in Schedule II hereto (the "Supplement Leases").

NOW, THEREFORE, in consideration of the premises, Company does hereby agree as follows:

Company has, in and by the Security Agreement, mortgaged, transferred and assigned to Bank, and granted to Bank a security interest in and to the Supplement Equipment described in Schedule I annexed hereto and the Supplement Leases described in Schedule II hereto. This Supplement evidences and confirms the subjection of such Supplement Equipment and Supplement Leases to the

the punctual payment of the principal of, and interest on the promissory notes of Company evidencing loans under the Financing Agreement and the performance and observance by Company of all of its agreements herein and in the Security Agreement and Financing Agreement contained. To the extent, if any, that the Security Agreement may not be effective in mortgaging and granting a security interest to Bank in such Supplement Equipment and such Supplement Leases, the Company does by this Supplement hereby mortgage, transfer, and assign to Bank, and grant unto Bank a security interest in, the Supplement Equipment described in Schedule I hereto and the Supplement Leases described in Schedule II hereto, all upon the terms set forth in the Security Agreement.

IN WITNESS WHEREOF, Company has, by its indicated officer thereunto duly authorized, caused this Security Agreement Supplement to be executed and delivered this 28th day of May, 1976.

TRANSPORTATION CORPORATION
OF AMERICA

By 
Its 

SCHEDULE I TO SECURITY AGREEMENT
DESCRIPTION OF RAILROAD CARS OWNED BY COMPANY AT MAY 25, 1976

<u>TYPE CARS</u>	<u>SPECIFICATIONS</u>	<u>NO. OF CARS</u>	<u>LESSEE'S CAR NUMBERS (both inclusive)</u>	<u>UNIT BASE VALUE</u>	<u>TOTAL VALUE</u>	<u>DATE PUT INTO SERVICE</u>	<u>IC FI NUMBE</u>
Thrall-Door	70-Ton	39	(BENX 100-125 (127-139	24@ 25,100 15@ 25,000	602,400 375,000	June 1972 Jan. 1973	6727
Thrall-Door	70-Ton	5	HTCX 309-313	25,500	127,500	Mar. 1973	6966
Thrall-Door	70-Ton	5	(HTCX 300, 301, 303, (304, & 305	3@ 23,000 1	69,000 19,202 16,703	May 1971	6152
Thrall-Door	100-Ton	55	MD&W 3000 - 3054	27,883	1,533,585	Mar. 1971	6292
Thrall-Door	70-Ton	33	AD&N 4600 -4631 AD&N 4700	30@ 26,440 2@ 26,540 1	793,200 53,080 23,000	Jan. 1973 (25) Apr. 1973 (2) June 1972 (5) June 1973 (1)	6724
Thrall-Door	100-Ton	25	ADN 1000 - 1024	26,440	661,000	Aug. 1972	6726
Thrall-Door	70-Ton	3	HTCX 306 - 308	25,100	75,300	Dec. 1972	6756
Thrall-Door	70-Ton	22	ITC 7800 - 7821	25,500	561,000	Feb. 1973	6725
Thrall-Door	70-Ton	15	D&NE 100 - 114	25,100	376,500	Jan. 1973	6881
Thrall-Door	70-Ton	3	HTCX 316 - 318	25,100	75,300	Apr. 1973	6967
Thrall-Door	70-Ton	15	HTCX 319 - 333	25,100	376,500	Apr. 1973	6976
AAR-LO Covered Hopper	25-5750 CF	25	HTCX 5801 - 5825	22,666	566,650	Apr. 1970	5646
	15-5400 CF	15	HTCX 5870 - 5884	22,036	330,540	Dec. 1970	
	25-5800 CF	25	HTCX 5826 - 5850	23,057	576,425	Dec. 1971	
	9-5400 CF	9	HTCX 5851 - 5859	23,275	209,475	Oct. 1972	

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 SCHEDULE I TO SECURITY AGREEMENT

<u>TYPE CARS</u>	<u>SPECIFICATIONS</u>	<u>NO. OF CARS</u>	<u>LESSEE'S CAR NUMBERS (both inclusive)</u>	<u>UNIT BASE VALUE</u>	<u>TOTAL VALUE</u>	<u>DATE PUT INTO SERVICE</u>	<u>IC FILE NUMBER</u>
GTS Gondola	100-Ton	42	HTCX 2100 - 2141	21,200	890,400	Jan.&Feb. 1972	6468
Center Beam Bulkhead	100-Ton	9	BN 624071 - 624078 and BN 623114	19,118	172,063	1968	6153
Bulkhead Flat	100-Ton	100	MKT 13100 - 13199	14,711	1,471,075	1968	4947
Bulkhead Flat	70-Ton	30	AD&N 500 - 529	19,100	573,000	Aug. 1973	6724
Center Beam Bulkhead	70-Ton	1	AD&N 660	17,190 -	17,190	Sept. 1973	6724
Bulkhead Flat	70-Ton	19	CLC 1001-1011, 1013-1020	19,050	361,950	Dec. 1972	6723
Bulkhead Flat	70-Ton	6	MN&S 752 - 757	22,240	133,440	Sept. 1973	7163
Thrall-Door	100-Ton	32	AD&N 4632 - 5663	27,800	889,600	Dec. 1973	6724D
Thrall-Door	70-Ton	4	AD&N 4664 - 4667	27,262	109,048	May 1974	6724H
Thrall-Door	70-Ton	20	HTCX 334 353	27,262	545,243	Feb. 1974	6966B
Thrall-Door	70-Ton	10	HTCX 403 - 412	27,262	272,621	Feb. 1974	6966C
Thrall-Door	70-Ton	3	HTCX 354 - 356	27,262	81,786	May 1974	6967B
Thrall-Door	70-Ton	29	(HTCX 357 - 373 (HTCX 375 - 386	27,262	790,600	Mar. 1974	7190

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 SCHEDULE I TO SECURITY AGREEMENT

<u>TYPE CARS</u>	<u>SPECIFICATIONS</u>	<u>NO. OF CARS</u>	<u>LESSEE'S CAR NUMBERS (both inclusive)</u>	<u>UNIT BASE VALUE</u>	<u>TOTAL VALUE</u>	<u>DATE PUT INTO SERVICE</u>	<u>IC FILING NUMBER</u>
Thrall-Door	70-Ton	226	TCAX 20000 - 20015 TCAX 20017 - 20063 TCAX 20065 - 20076 TCAX 20078 - 20131 TCAX 20133 - 20167 TCAX 20169 - 20230	27,262	6,161,230	Apr. May 1974	7399
Thrall-Door	70-Ton	5	HTCX 387 - 391	27,262	136,310	Apr. 1974	7189
Thrall-Door	70-Ton	2	CACV 28074 - 28075	27,262	54,524	May 1974	7266
Thrall-Door	70-Ton	4	CACV 28070 - 28073	27,262	109,048	May 1974	7266A
Thrall-Door	70-Ton	6	HTCX 392 - 397	27,262	163,572	May 1974	7264
AAR-LO Covered Hpr.	4724 Cu. Ft.	74	HTCX 4700 - 4708 HTCX 4710 - 4774	20,990	1,553,260	May 1974	5646D
Thrall-Door	70-Ton	1	TCAX 30000	27,262	27,262	DEMO	
AAR-LO Covered Hpr.	4727 Cu. Ft.	4	TCAX 40000 - 40003	40,326	161,306	Oct. 1975	8075

SDC:jcd

TRANSPORTATION CORPORATION OF AMERICA

SCHEDULE II TO SECURITY AGREEMENT
DESCRIPTION OF LEASES AT MAY 25, 1976

LESSEE	DATE OF LEASE	EXPIRATION DATE OF LEASE	TYPE OF LEASE O-Operating F-Financing	CAR NUMBERS (both inclusive)	NO. OF CARS	RENT PER CAR PER MONTH	COMPANY LEASE NO.	COMPANY RIDER NO.	IC FILING NUMBER & DATE
Ashland Chemical Co.	2/18/70	3/31/85	O	HTCX 5801 - 5825	25	281.50	1969-10-6	10-6-69	5646 - 3/15/70
		12/31/85	O	HTCX 5870 - 5884	15	275.00	"	12/17/70	5646A- 1/11/71
		12/31/86	O	HTCX 5826 - 5850	25	281.50	"	11/1/71	5646B-11/15/71
		12/31/87	O	HTCX 5851 - 5859	9	275.00	"	1087201	5646C-10/30/71
Ashley, Drew & Northern Railroad	5/19/72	1977	O	AD&N 4600 - 4604	5	315.00	10472	1047201	6724 - 7/21/71
		1978	O	AD&N 4605 - 4629	25	315.00	"	1047202	6724A-11/21/71
		1978	O	AD&N 4630 - 4631	2	315.00	"	1047203	6724B-3/12/72
		1978	O	AD&N 500 - 509	10	214.00	"	1047205	6724E-5/25/72
		1978	O	AD&N 4700	1	290.00	"	1047206	6724C-6/4/72
		1978	O	AD&N 510 - 529	20	214.00	"	1047207	6724F-8/20/72
		1978	O	AD&N 660	1	240.00	"	1047208	6724G-9/28/72
Bennett Lumber Products, Inc.	5/5/72	1987	F	BENX 100 - 114	15	220.00	10372	1037201	6727B-2/22/73
		1988	F	BENX 115-125,127-129	14	220.00	"	1037202	6727D-3/2/73
		1988	F	BENX 130 - 139	10	220.00	"	1037203	6727C-2/22/73
Burlington Northern	12/12/70	1977	O	BN 624071 - 624078 and BN 623114	9	240.00	N/A	5/30/72	6153A 6/19/71
Columbia Cowlitz Railway	6/23/72	1977	O	CLC 1001 - 1011 1013 - 1020	19	210.00	10672	6/23/72	6723 - 7/12/71
Delson Lumber Co., Inc.	3/19/73	1978	O	HTCX 319 - 333	15	305.00	11473	1147301	6976 - 3/28/72
Duluth & Northeastern Railroad Co.	11/30/72	1978	O	D&NE 100 - 114	15	305.00	10173	1017301	6881- 1/29/71
Georgia Pacific Corp.	8/11/72	1977	O	ADN 1000 - 1024	25	315.00	10972	1097201	6726B- 3/16/71
Idaho Forest Ind.	3/7/73	1988	O	HTCX 309 - 313	5	285.00	11073	1107301	6966A- 3/22/72

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 SCHEDULE II TO SECURITY AGREEMENT

<u>LESSEE</u>	<u>DATE OF LEASE</u>	<u>EXPIRATION DATE OF LEASE</u>	<u>TYPE OF LEASE</u> O-Operating F-Financing	<u>CAR NUMBERS</u> (both inclusive)	<u>NO. OF CARS</u>	<u>RENT PER CAR PER MONTH</u>	<u>COMPANY LEASE NO.</u>	<u>COMPANY RIDER NO.</u>	<u>TRUCK FILLING NUMBER & DATE</u>
Illinois Terminal Railroad Co.	6/29/72	1977	O	ITC 7800 - 7821	22	178.00+ mileage	721	N/A	6725 - 8/29/72
Minn. Dakota & Western Railway Co.	3/3/71	Annual	O	MD&W 3000 - 3054	55	302.00	N/A	N/A	6292 - 8/27/71
Missouri-Kansas-Texas Railroad Co.	5/1/68	1983	F	MKT 13100 - 13199	100	125.65	N/A	N/A	4947 - 7/12/68
Tum Creek Lumber Co.	6/16/72	1977	O	HTCX 306,307 & 308	3	300.00	10572	1057201	6756 - 7/28/72
St. Regis Paper Co.	6/7/72	1987	O	HTCX 2100 - 2141	42	233.00	N/A	N/A	6468 - 1/14/72
Spokane Moulding Corp.	3/14/73	1978	O	HTCX 316 - 318	3	305.00	11373	1137301	6967A-3/22/73
Weyerhaeuser Co.	10/22/70	1978	O	HTCX 300,301,303-305	5	285.00	N/A	N/A	6152 - 5/14/71
Chicago and Northern Indiana, Northfield and Southern Railway	9/17/73	1988	F	MN&S 752 - 757	6	204.00	11873	1187301	7163 - 9/24/73
Shelby Drew & Northern	3/19/72	1978	O	AD&N 4632 - 4663	32	321.00	10472	1047204	6724D-5/25/73
"	"	1979	O	AD&N 4664 - 4667	4	321.00	10472	1047209	6724H-4/15/74
Idaho Forest Ind.	3/7/73	1988	O	HTCX 334 - 353	20	295.00	11073	1107303	6966B- 9/13/73
"	"	1989	O	HTCX 403 - 412	10	295.00	11073	1107304	6966C- 1/22/74
Spokane Moulding Corp.	3/14/73	1979	O	HTCX 354 - 356	3	315.00	11373	1137302	6967B- 9/28/73
St. Regis Paper Co.	8/31/73	1979	O	HTCX 357-373,375-386	29	313.00	11573	1157301	7190 -10/23/73

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 SCHEDULE II TO SECURITY AGREEMENT

<u>LESSEE</u>	<u>DATE OF LEASE</u>	<u>EXPIRATION DATE OF LEASE</u>	<u>TYPE OF LEASE</u> O-Operating F-Financing	<u>CAR NUMBERS</u> (both inclusive)	<u>NO. OF CARS</u>	<u>RENT PER CAR PER MONTH</u>	<u>COMPANY LEASE NO.</u>	<u>COMPANY RIDER NO.</u>	<u>IC FILING NUMBER & DATE</u>
Canadian Forest Prod.	2/7/74	1979	0	TCAX 20000 - 20015 TCAX 20017 - 20063 TCAX 20065 - 20076 TCAX 20078 - 20131 TCAX 20133 - 20167 TCAX 20169 - 20230	226	315.00	11673	Rider #1	7399- 2/15/74
Seaboard Coast Line	9/10/73	1979	0	HTCX 387 - 391	5	315.00	11773	1177301	7189 - 10/23/73
Cooperstown & Charlotte	10/10/73	1984	0	CACV 28074 - 28075	2	305.00	11973	1197302	7266A- 2/11/74
"	10/10/73	1984	0	CACV 28070 - 28073	4	305.00	11973	1197301	7266 - 12/7/73
Ashland Oil	2/18/70	1989	0	HTCX 4700 - 4708 HTCX 4710 - 4774	74	238.00	1969-10-6	1087202	5646D- 2/11/74
Sacramento Valley	10/22/73	1989	0	HTCX 392 397	6	295.00	12073	1207301	7264 - 12/7/73
De Gussa-Alabama	9/19/75	1990	0	TCAX 40000 - 40003	4	497.00	12675	1267501	8075 - 10/13/75