

Interstate Commerce Commission
Washington, D.C.

10360-^A
No. 0-010A045
Filed 1425
Date JAN 10 1980
JAN 10 1980 - 2 50 PM
Fee \$ 10.00

10 360-A
710

Gentlemen:

INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

Enclosed for recordation under the provisions of 49 USC 11303 (formerly Section 20(c) of the Interstate Commerce Act), as amended, are the original and two counterparts of a First Supplement to Security Agreement-Trust Deed dated as of December 15, 1979 which amends, among other things, a Security Agreement-Trust Deed dated as of March 15, 1979.

The original Security Agreement-Trust Deed was filed with the Interstate Commerce Commission on May 10, 1979 and assigned Recordation Number 10360.

A general description of the railroad rolling stock covered by the enclosed documents is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Debtor under First Supplement to Security Agreement-Trust Deed:	The Connecticut Bank and Trust Company, not individually but solely as Trustee One Constitution Plaza Hartford, Connecticut 06115
Secured Party under First Supplement to Security Agreement-Trust Deed:	Girard Bank, as Security Trustee Girard Plaza Philadelphia, Pennsylvania 19101

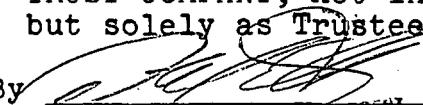
The undersigned is the Debtor under the First Supplement to Security Agreement-Trust Deed and has knowledge of the matters set forth therein.

Please return the original and one counterpart of the First Supplement to Security Agreement-Trust Deed to Michael G. McGee, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Enclosed is a check in the amount of \$10.00 covering the required filing fee.

Very truly yours,

THE CONNECTICUT BANK AND
TRUST COMPANY, not individually
but solely as Trustee

By 
Its ASSISTANT VICE PRESIDENT

RECEIVED
JAN 10 2 22 PM '80
I.C.C.
FEE OPERATION BR.

C. C. C. - C. J. K...

SCHEDULE A

DESCRIPTION OF ITEMS OF EQUIPMENT

Description and Mark and
Number of Reconstructed
Items of Equipment:

120 Rebuilt 50-foot Wide
Door Boxcars, Marked and
Numbered BN248770 to
BN248869, both inclusive,
BN248663, BN248667,
BN248668, BN248670,
BN248673, BN248696,
BN248702, BN248707,
BN248708, BN248714,
BN248725, BN248730,
BN248734, BN248735,
BN248738, BN248739,
BN248740, BN248744,
BN248749, BN248750,
and 300 Rebuilt 40-foot
Wide Door Boxcars Marked
and Numbered BN200000
to BN200299, both inclu-
sive

Interstate Commerce Commission
Washington, D.C. 20423

1/10/80

OFFICE OF THE SECRETARY

Michael G. McGee
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/80 at 2:30pm, and assigned re-
recording number (s). 10659-A & 10660-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 10360-A Filed 1425

10360-A

JAN 10 1980 -2 30 PM

INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT
TO
SECURITY AGREEMENT-TRUST DEED

Dated as of December 15, 1979

From

THE CONNECTICUT BANK AND TRUST COMPANY,
not in its individual capacity but solely as Trustee

as Debtor

To

GIRARD BANK,
as Security Trustee

as Secured Party

(Burlington Northern No. 79-2)

FIRST SUPPLEMENT TO THE SECURITY AGREEMENT-TRUST DEED dated as of December 15, 1979, among THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely, as Trustee (the "Debtor"), whose post office address is One Constitution Plaza, Hartford, Connecticut 06115, and GIRARD BANK, as Security Trustee (the "Secured Party"), whose post office address is Girard Plaza, Philadelphia, Pennsylvania 19101.

WITNESSETH:

WHEREAS, the Debtor and the Secured Party have heretofore entered into a Security Agreement-Trust Deed dated as of March 15, 1979 (the "Original Security Agreement"), which Original Security Agreement was filed and recorded in the office of the Secretary of the Interstate Commerce Commission at 12:25 p.m. on May 10, 1979 and given Recordation No. 10360;

WHEREAS, all necessary parties have consented to the execution by the Debtor and the Secured Party of this First Supplement; and

WHEREAS, the Debtor and the Secured Party now desire to amend the Original Security Agreement in the manner hereinafter provided;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Debtor and the Secured Party hereby agree that the Original Security Agreement is hereby amended in the following respects:

Schedule 2 to the Original Security Agreement is hereby amended in its entirety as follows:

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers (Both Inclusive)</u>
120	Rebuilt 50-foot Wide Door Boxcars	BN248770 to BN248869, BN248663, BN248667, BN248668, BN248670, BN248673, BN248696, BN248702, BN248707, BN248708, BN248714, BN248725, BN248730, BN248734, BN248735, BN248738, BN248739, BN248740, BN248744, BN248749, BN248750,
300	Rebuilt 40-foot Wide Door Boxcars	BN200000 to BN200299

This Agreement may be executed in any number of counterparts, all of which together shall constitute a single instrument.

Except to the extent hereby amended, the Original Security Agreement is in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be executed by duly authorized officers or other persons, as of the date first above written.

THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity but solely as Trustee

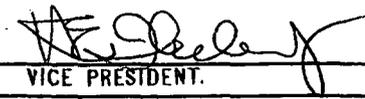
By 
Its ASSISTANT VICE PRESIDENT

[CORPORATE SEAL]

ATTEST:


Assistant Secretary

GIRARD BANK, as Security Trustee H. E. IKELER, JR.

By 
Its VICE PRESIDENT.

[CORPORATE SEAL]

ATTEST:


Corporate Trust Officer

STATE OF CONNECTICUT)
)
COUNTY OF ~~SAN FRANCISCO~~) SS
Hartford

On this *2nd* day of *January*, 1980, before me personally appeared DONALD F. SMITH, to me personally known, who being by me duly sworn, says that he is a ASSISTANT VICE PRESIDENT of THE CONNECTICUT BANK AND TRUST 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.

Barbara S. Kacich

Notary Public

BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

(Seal)

My Commission expires:

STATE OF PENNSYLVANIA)
)
CITY OF PHILADELPHIA) SS

On this *7th* day of *JANUARY*, 1980, before me personally appeared H. E. IKELER, JR., to me personally known, who being by me duly sworn, says that he is VICE PRESIDENT of GIRARD BANK, 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.

Diane A. Baxter

Notary Public

DIANE A. BAXTER, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES AUG. 31, 1981
Member, Pennsylvania Association of Notaries

(Seal)

My commission expires: