

14448-B

5-255A022



Grand Trunk Western Railroad Co.

James E. Shepherd
Treasurer and
Director of Finance

131 West Lafayette Blvd.
Detroit, Michigan 48226

September 11, 1985

Mr. James H. Bayne
Interstate Commerce Commission
Room 2215
12th & Constitution Ave., N.W.
Washington, D. C. 20423

15.
Date
10.00
313 5374 000

Dear Mr. Bayne:

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC 511303 are counterparts of a Supplemental Security Agreement, dated as of September 11, 1985. It supplements a Security Agreement dated as of October 1, 1984, between the same parties, which agreement was filed with the Commission on October 15, 1984 and assigned recordation number 14448 and supplement dated as of March 25, 1985, which was recorded on March 27, 1985 as No. 14448-A.

The parties to the agreement are:

Secured Party: National Bank of Detroit
611 Woodward Avenue
Detroit, MI. 48226

Debtor: Grand Trunk Western Railroad Co.
131 W. Lafayette Blvd.
Detroit, MI. 48226

SEP 12 12 01 PM '85
RECORDS SECTION

The equipment subject to the agreement are various locomotives and box cars as set out in Schedule A attached to this letter.

Also enclosed is our check no. 1244 in the amount of \$10.00.

Please accept one counterpart of the document for filing, stamp the remaining with your recordation number and return them and your fee receipt to the courier .

Sincerely,

J. E. Shepherd
Treasurer & Director of Finance

Enclosure
jes919

Handwritten signature/initials on the left margin.

9/12/85

Interstate Commerce Commission
Washington, D.C. 20423

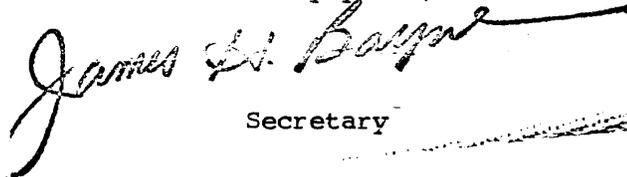
OFFICE OF THE SECRETARY

J.E. Shepherd
GT Western Railroad Co.
131 W. Lafayette Blvd.
Detroit, Michigan 48226

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 9/12/85 at 12:05pm and assigned re-
recording number(s). 14448-B

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

14448-B

SUPPLEMENTAL SECURITY AGREEMENT

SUPPLEMENTAL SECURITY AGREEMENT dated as of the 11th day of September, 1985, between GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation (the "Debtor") and NATIONAL BANK OF DETROIT (the "Secured Party").

WITNESSETH:

WHEREAS, the Debtor and the Secured Party have heretofore executed and delivered the Security Agreement dated as of October 1, 1984, (the "Security Agreement") and together with Grand Trunk Corporation (the "Guarantor"), the Loan and Guaranty Agreement dated as of October 1, 1984 (the "Agreement"); and

WHEREAS, the Company has acquired additional collateral which it is required to subject to the lien of the Security Agreement in accordance with Section 7.1 of the Agreement:

NOW, THEREFORE, IT IS AGREED:

Section 1. The Debtor in consideration of the premises and of the sum of Ten Dollars received by the Debtor from the Secured Party and other good and valuable consideration, receipt and sufficiency whereof is hereby acknowledged, does hereby convey, warrant, mortgage, pledge, assign and grant the Secured Party, its successors and assigns, a security interest in all and singular of the Debtor's rights, title and interest in and to the railroad equipment described on Schedule A hereto.

Section 2. Schedule A to the Security Agreement is hereby amended to incorporate Schedule A hereto.

Section 3. The Debtor and the Secured Party hereby ratify and reaffirm their respective covenants and agreements contained in the Security Agreement.

Section 4. This Supplemental Security Agreement shall become effective upon the execution and delivery hereof by the Debtor and the Secured Party and the Security Agreement shall thereupon be deemed to be amended and supplemented, as hereinabove set forth, as fully and with the same effect as if the provisions of this Supplemental

Security Agreement had been set forth in the Security Agreement. Whenever the Security Agreement is referred to in the Agreement or in any of the instruments, agreements or other documents executed and delivered in connection therewith, it shall be deemed to mean the Security Agreement as supplemented by this Supplemental Security Agreement.

Section 5. Terms defined in the Supplemental Security Agreement shall, when used herein, have the meanings respectively assigned thereto in the Security Agreement.

Section 6. This Supplemental Security Agreement may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Supplemental Security Agreement as of the day and year first above written.

[Corporate Seal]

GRAND TRUNK WESTERN RAILROAD
COMPANY

Attest: *V. P. Selway*
Title: Asst Secretary

By: *P. E. Jahn*
Title: Sec VP Finance

[Corporate Seal]

NATIONAL BANK OF DETROIT

Attest: *[Signature]*
Title: 2nd V.P.

By: *[Signature]*
Title: Vice President

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

The foregoing instrument was acknowledged before me this 11th day of September, 1985, by P. E. Tatro, a Vice President of GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation, on behalf of the corporation.

J. A. Brewer
Notary Public
Wayne County, Michigan
My commission expires:

J. A. BREWER
Notary Public, Wayne County, MI
My Commission Expires Nov. 9, 1985

(SEAL)

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

The foregoing instrument was acknowledged before me this 11th day of September, 1985, by Betty M. Farner, the Second Vice President of NATIONAL BANK OF DETROIT, a national banking association, on behalf of the corporation.

Jill Lynne Pink
Notary Public Jill Lynne Pink
Wayne County, Michigan
My commission expires: February 19, 1986

JILL LYNNE PINK
Notary Public, Wayne County, MI
My Commission Expires Feb. 19, 1986

(SEAL)

SCHEDULE A
to Supplemental Agreement dated as of September 11, 1985

<u>Equipment Type</u>	<u>No. of Units</u>	<u>Road Numbers</u>
GP 38 locomotives	2	GTW 6211 and 6213
86 foot, 100 ton hi cubes	23	DTI 26811 26817 DTI 26825 26826 DTI 26827 26828 DTI 26833 26834 DTI 26835 26837 DTI 26838 26839 DTI 26840 26841 DTI 26842 26843 DTI 26844 26846 DTI 26849 26850 DTI 26851 26852 DTI 26853
SD 40 locomotives	4	GTW 5923 GTW 5924 GTW 5927 GTW 5928