

CHICAGO AND



TRANSPORTATION COMPANY

JOAN A. SCHRAMM  
J.S. EDWARDS  
FRANCES L. TURNER  
ASSISTANT SECRETARIES  
DIRECT DIAL NUMBER

September 2, 1980

File No. A-11264

RECORDATION NO. 11772-A Filed 1425

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

SEP 4 1980 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

Re: Security Agreement dated as of April 15, 1980  
between North Western Leasing Company,  
400 West Madison Street, Chicago, IL, 60606,  
Debtor, and Continental Illinois National Bank  
and Trust Company of Chicago, 231 S. LaSalle  
Street, Chicago, IL 60693, Secured Party,  
covering 35 Used EMD GP-7 Locomotives,  
CNW Nos. 4331 through 4365, inclusive

No. 1128.070  
Date SEP 4 1980  
Fee \$ 10.00  
ICC Washington, D. C.

Dear Ms. Mergenovich:

Please refer to the abovementioned document assigned re-  
cordation number 11772 on May 8, 1980 at 12:15 p.m., pur-  
suant to Section 11303 (formerly 20c) of the Interstate  
Commerce Act.

Enclosed for recording are five (5) counterparts of Amend-  
ment to Security Agreement dated as of August 7, 1980 be-  
tween North Western Leasing Company, 400 West Madison  
Street, Chicago, IL 60606, Debtor, and Continental Illinois  
National Bank and Trust Company of Chicago, 231 S. LaSalle  
Street, Chicago, IL 60693, Secured Party, covering the  
aforementioned equipment.

Please assign a sequential recordation number to the  
Amendment to the Security Agreement. Keep one counterpart  
for your files and return the other four (4) counterparts,  
each showing your recordation date.

Enclosed is a check in the amount of \$10.00 to cover your  
recording fees.

Very truly yours,

J. S. Edwards  
Assistant Secretary

JSE:lc  
Enclosures\*

cc: G. R. Charles\* R. F. Guenther Arthur Anderson & Co.  
R. D. Smith Attn: J. James\* Attn: G. Holdren\*  
J. D. O'Neill D. E. Stockham Theodosia Fitzmorris  
M. H. Shumate Attn: G. Ogurek\* Commercial Banking Officer

400 WEST MADISON STREET • CHICAGO, ILLINOIS 60606 Continental Illinois

SEP 4 12 03 PM '80  
FEE OPERATIONS BR.

*Handwritten notes:*  
O'Day - G. R. Charles  
1128.070

COUNTERPART

No. 1 of 5

AMENDMENT TO SECURITY AGREEMENT

RECORDATION NO. 11772-1A  
FILED 1425

SEP 4 1980 - 10 10 AM

THIS AGREEMENT, made and entered into this 7th day of August, 1980, by and between NORTH WESTERN LEASING COMPANY (the "Debtor") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (the "Secured Party"),

W I T N E S S E T H:

WHEREAS, Debtor and Secured Party did enter into a security agreement (the "Security Agreement") dated April 15, 1980; and

WHEREAS, SCHEDULE 1 to the Security Agreement provides a description of equipment which includes each Railroad System Number to be placed on each of the 35 EMD GP-7 locomotive units (the "Units") which are part of the collateral under said Security Agreement; and

WHEREAS, because of a typographical error the sequence of Railroad System Numbers provided on said SCHEDULE 1 differs from the sequence of Railroad System Numbers available for use on equipment bearing reporting marks of the Debtor's corporate parent;

NOW, THEREFORE, in consideration of the premises it is agreed between the parties hereto as follows:

That the sequence of Railroad System Numbers provided on SCHEDULE 1 to the Security Agreement is hereby changed from CNW 4331 through 4365, inclusive, to CNW 4431 through 4465, inclusive.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Security Agreement to be executed by their respective officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

NORTH WESTERN LEASING COMPANY

[CORPORATE SEAL]

ATTEST:

Jean A. Schramm  
Its Assistant Secretary

By

Louis P. Duermel  
Its Vice President

DEBTOR

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO

[CORPORATE SEAL]

ATTEST:

Wendy L. Glatten  
Its Assistant Secretary  
BANKING OFFICER

By

Theodig Lymaris  
Its Vice President

SECURED PARTY

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 7th day of August, 1980, before me personally appeared Louis T. Duerinck and Joan A. Schramm, to me personally known, who being by me duly sworn, did say that they are a Vice President and Assistant Secretary, respectively, of North Western Leasing Company and that the foregoing instrument was signed and sealed by them in the respective capacities therein set forth on behalf of said corporation by authority of its board of directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sylvia B. Thomas  
Notary Public

My commission expires: 2/9/83

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 7th day of August, 1980, before me personally appeared Louis T. Duerinck and Joan A. Schramm, to me personally known, who being by me duly sworn, did say that they are a Senior Vice President and Assistant Secretary, respectively, of Chicago and North Western Transportation Company and that the foregoing instrument was signed and sealed by them in the respective capacities therein set forth on behalf of said corporation by authority of its board of directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sylvia B. Thomas  
Notary Public

My commission expires: 2/9/83