

**BINGHAM, DANA & GOULD**

1550 M STREET, N.W., SUITE 1200  
WASHINGTON, D.C. 20005-1790

TELEPHONE: (202) 822-9320  
TELECOPY: (202) 833-1506

BOSTON OFFICE  
(617) 951-8000

INFORMATION NO. **18780-C** FILED 1425

HARTFORD OFFICE  
(203) 244-3770

LONDON OFFICE  
011-44-71-799-2646

AUG 31 1994 - 2 30 PM

INTERSTATE COMMERCE COMMISSION August 31, 1994

0100351062

BY MESSENGER

Interstate Commerce Commission  
Room 2303  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Ladies and Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code are two originally executed and notarized copies of the document described below.

This document is an amendment (the "Amendment") to a Security Agreement, dated as of April 21, 1994 (as amended, the "Security Agreement"), between Northbrook Rail Corporation (the "Debtor") and The First National Bank of Boston (the "Secured Party"), covering the Debtor's rolling stock and all other properties and rights of the Debtor, whether now owned or hereafter acquired. This Amendment is a secondary document and amends the Security Agreement which is a primary document.

The names and addresses of the parties to the Amendment and the Security Agreement are as follows: the Debtor is Northbrook Rail Corporation, whose chief executive office is located at Suite 119, 2025 South Arlington Heights Road, Arlington Heights, Illinois 60005; the Secured Party is The First National Bank of Boston, whose head office is located at 100 Federal Street, Boston, Massachusetts 02110.

This Amendment adds newly acquired railroad cars and other rolling stock to the collateral covered by the Security Agreement which was filed with the Commission on April 22, 1994 as document No. 18780.

A short summary of the document to appear in the index is as follows:

"Amendment dated as of August 31, 1994, amending a Security Agreement, dated as of April 21, 1994 and recorded as document No. 18780, between Northbrook Rail Corporation, as the debtor and The First National

*Handwritten signature/initials*

RECEIVED  
OFFICE OF THE  
SECRETARY  
AUG 31 2 29 PM '94  
LICENSING BRANCH

Interstate Commerce Commission

August 29, 1994

Page 2

Bank of Boston, as the secured party, adding newly acquired railroad cars and other rolling stock to the collateral covered by the Security Agreement."

Also enclosed is a check in the amount of eighteen dollars payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commission in its rules and regulations.

Please acknowledge receipt of this document at your earliest convenience by returning to the undersigned the enclosed copy of this letter together with a copy of the Amendment as filed.

If you have any questions with respect to the enclosed, please call the undersigned collect at 617-951-8288.

Sincerely,

  
Amy L. Kyle

ALK/pr  
Enclosure

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

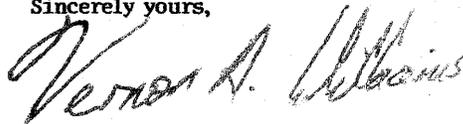
AUGUST 31, 1994

AMY L. KYLE  
BINGHAM, DANA & GOULD  
1550 M STREET NW SUITE 1200  
WASHINGTON DC 20005-1790

Dear MS. KYLE:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/31/94 at 2:30PM, and assigned recordation number(s). 18780-C

Sincerely yours,

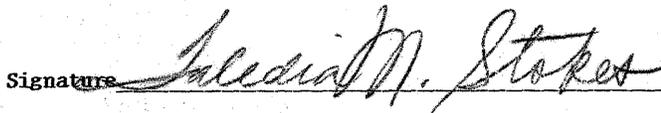


Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18780-C FILED 1425

AUG 31 1994 -2 30 PM

INTERSTATE COMMERCE COMMISSION

**AMENDMENT NO. 2**

to the

**SECURITY AGREEMENT**

Dated as of April 21, 1994

This **AGREEMENT OF AMENDMENT**, dated as of August 29, 1994, is by and between **NORTHBROOK RAIL CORPORATION** (the "Borrower"), an Illinois corporation, and **THE FIRST NATIONAL BANK OF BOSTON**, a national banking association (the "Bank") as parties to that certain Revolving Credit and Term Loan Agreement, dated as of April 21, 1994 as the same may be amended, restated, modified or supplemented from time to time (such agreement, as in effect from time to time, the "Credit Agreement").

**WHEREAS**, the Borrower and the Bank are parties to a certain Security Agreement dated as of April 21, 1994 (as amended and in effect from time to time, the "Security Agreement"); and

**WHEREAS**, the Borrower and the Bank wish to delete certain Rolling Stock which is being sold by the Borrower from the security interest created by the Security Agreement, and in connection therewith to make certain amendments to the Security Agreement, and to reaffirm the Security Agreement's effectiveness upon such amendment;

**NOW, THEREFORE**, in consideration of the foregoing premises, the parties hereby agree as follows:

1. Definitions. Capitalized terms used herein without definition that are defined in the Security Agreement shall have the same meanings herein as in the Security Agreement.

2. Amendment of Security Agreement. Schedule 4(b) to the Security Agreement, which lists all Rolling Stock of the Borrower, is hereby amended by deleting therefrom the Rolling Stock listed on Schedule 4(b) attached hereto.

3. Reaffirmation of Security Agreement. Except as specifically amended by the Agreement of Amendment, the Security Agreement shall

remain in full force and effect, and the Borrower reaffirms the continued validity of this Security Agreement as amended on the date hereof.

4. Effectiveness. This Agreement of Amendment shall become effective as of the date hereof upon execution and delivery hereof by each of the Borrower and the Bank.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Amendment to be executed as an instrument under seal by their duly authorized officers as of the date first set forth above.

**NORTHBROOK RAIL CORPORATION**

By: \_\_\_\_\_  
Title:

**THE FIRST NATIONAL BANK  
OF BOSTON**

By: *Arden Freeman*  
Title: *VICE PRESIDENT*

remain in full force and effect, and the Borrower reaffirms the continued validity of this Security Agreement as amended on the date hereof.

4. Effectiveness. This Agreement of Amendment shall become effective as of the date hereof upon execution and delivery hereof by each of the Borrower and the Bank.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Amendment to be executed as an instrument under seal by their duly authorized officers as of the date first set forth above.

**NORTHBROOK RAIL CORPORATION**

By: *Gerald T. Kilcoyne*  
Title: **Executive Vice President**

**THE FIRST NATIONAL BANK  
OF BOSTON**

By: \_\_\_\_\_  
Title:

State/Commonwealth of )  
 ) ss.  
County of )

On this \_\_\_ day of \_\_\_\_\_, 1994, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that [s]he is \_\_\_\_\_ of Northbrook Rail Corporation, and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

Commonwealth of Massachusetts )  
 ) ss.  
County of Suffolk )

On this 26 day of August, 1994, before me personally appeared Dexter Freeman, to me personally known, who, being by me duly sworn, says that [s]he is Vice President of The First National Bank of Boston, and that [s]he is duly authorized to sign the foregoing instrument on behalf of said banking association, and [s]he acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

Florence Grose  
Notary Public

My commission expires:

FLORENCE GROSE  
Notary Public  
My Commission Expires November 12, 1999

State/Commonwealth of Illinois )  
County of Cook ) ss.  
)

On this 29th day of August, 1994, before me personally appeared Sergio L. Riconne, to me personally known, who, being by me duly sworn, says that [s]he is Executive Vice President of Northbrook Rail Corporation, and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Carmen M. Palka  
Notary Public

My commission expires:



Commonwealth of Massachusetts )  
County of Suffolk ) ss.  
)

On this \_\_\_ day of \_\_\_\_\_, 1994, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that [s]he is \_\_\_\_\_ of The First National Bank of Boston, and that [s]he is duly authorized to sign the foregoing instrument on behalf of said banking association, and [s]he acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

\_\_\_\_\_  
Notary Public

My commission expires:

## SCHEDULE 4(b)

NAHX	478901	TRGX	001093	UMP	005313	UMP	046250	UMP	050467
NAHX	478906	TRGX	001094	UMP	009012	UMP	046265	UMP	050472
NAHX	478908	TRGX	001095	UMP	009022	UMP	046267	UMP	050487
NAHX	478918	TRGX	001096	UMP	009023	UMP	046270	UMP	050700
NAHX	478941	TRGX	001097	UMP	009028	UMP	046273	UMP	050706
NAHX	479018	TRGX	001098	UMP	009030	UMP	046277	UMP	050739
NAHX	479034	TRGX	001099	UMP	009031	UMP	046281	UMP	050742
NAHX	479060	TRGX	001100	UMP	009033	UMP	046288	UMP	050786
NAHX	479140	UMP	005264	UMP	009034	UMP	046290	UMP	050793
NAHX	479152	UMP	005265	UMP	009041	UMP	046726	UMP	050806
NAHX	479171	UMP	005266	UMP	009047	UMP	046786	UMP	050807
NAHX	479180	UMP	005267	UMP	009049	UMP	046798	UMP	050813
NAHX	479201	UMP	005268	UMP	009121	UMP	046900	UMP	050822
NAHX	479217	UMP	005269	UMP	009123	UMP	046929	UMP	050833
NAHX	479224	UMP	005270	UMP	009124	UMP	047402	UMP	050840
NAHX	479237	UMP	005271	UMP	009132	UMP	049117	UMP	050842
NAHX	479252	UMP	005272	UMP	009135	UMP	049131	UMP	050844
NAHX	479256	UMP	005273	UMP	009140	UMP	049154	UMP	050846
NAHX	479260	UMP	005274	UMP	019010	UMP	049174	UMP	050851
NAHX	479275	UMP	005275	UMP	019015	UMP	049177	UMP	050852
NAHX	479288	UMP	005276	UMP	019018	UMP	049178	UMP	050862
NAHX	479302	UMP	005277	UMP	019020	UMP	049207	UMP	050864
TRGX	001051	UMP	005278	UMP	019024	UMP	049210	UMP	050870
TRGX	001052	UMP	005279	UMP	019026	UMP	049218	UMP	050893
TRGX	001053	UMP	005280	UMP	019027	UMP	049238	UMP	050902
TRGX	001054	UMP	005281	UMP	044538	UMP	049245	UMP	050919
TRGX	001055	UMP	005282	UMP	046103	UMP	049251	UMP	050922
TRGX	001056	UMP	005283	UMP	046109	UMP	049259	UMP	050924
TRGX	001057	UMP	005284	UMP	046110	UMP	049278	UMP	050931
TRGX	001058	UMP	005285	UMP	046112	UMP	049350	UMP	050944
TRGX	001060	UMP	005286	UMP	046123	UMP	049355	UMP	050977
TRGX	001061	UMP	005287	UMP	046129	UMP	049363	UMP	050988
TRGX	001063	UMP	005288	UMP	046137	UMP	049411	UMP	052802
TRGX	001064	UMP	005289	UMP	046141	UMP	049416	UMP	052807
TRGX	001065	UMP	005290	UMP	046147	UMP	049422	UMP	052827
TRGX	001066	UMP	005291	UMP	046162	UMP	049455	UMP	052860
TRGX	001068	UMP	005292	UMP	046163	UMP	049474	UMP	052900
TRGX	001069	UMP	005293	UMP	046172	UMP	049480	UMP	052904
TRGX	001071	UMP	005294	UMP	046176	UMP	049484	UMP	052911
TRGX	001072	UMP	005295	UMP	046181	UMP	049496	UMP	052930
TRGX	001073	UMP	005296	UMP	046183	UMP	049715	UMP	052931
TRGX	001074	UMP	005297	UMP	046185	UMP	050322	UMP	052945
TRGX	001075	UMP	005298	UMP	046215	UMP	050327	UMP	052961
TRGX	001076	UMP	005299	UMP	046218	UMP	050348	UMP	052963
TRGX	001077	UMP	005300	UMP	046219	UMP	050359	UMP	052970
TRGX	001078	UMP	005301	UMP	046225	UMP	050369	UMP	052976
TRGX	001079	UMP	005302	UMP	046226	UMP	050382	UMP	052998
TRGX	001080	UMP	005303	UMP	046227	UMP	050389	UMP	053506
TRGX	001081	UMP	005304	UMP	046230	UMP	050390	UMP	053542
TRGX	001082	UMP	005305	UMP	046237	UMP	050396	UMP	053554
TRGX	001083	UMP	005306	UMP	046238	UMP	050417	UMP	053562
TRGX	001085	UMP	005307	UMP	046239	UMP	050418	UMP	053586
TRGX	001086	UMP	005308	UMP	046241	UMP	050428	UMP	053621
TRGX	001087	UMP	005309	UMP	046243	UMP	050431	UMP	053643
TRGX	001089	UMP	005310	UMP	046245	UMP	050432	UMP	053659
TRGX	001090	UMP	005311	UMP	046246	UMP	050440	UMP	053660
TRGX	001092	UMP	005312	UMP	046248	UMP	050453	UMP	053707

UMP	053768	UMP	055360	UMP	056231	UMP	478888	UMP	479241
UMP	053935	UMP	055363	UMP	056232	UMP	478894	UMP	479242
UMP	053945	UMP	055366	UMP	056487	UMP	478898	UMP	479245
UMP	053947	UMP	055368	UMP	056631	UMP	478909	UMP	479250
UMP	053949	UMP	055370	UMP	056708	UMP	478916	UMP	479255
UMP	053950	UMP	055371	UMP	057324	UMP	478933	UMP	479257
UMP	053951	UMP	055377	UMP	057326	UMP	478936	UMP	479259
UMP	053963	UMP	055381	UMP	057327	UMP	478938	UMP	479265
UMP	053980	UMP	055388	UMP	057329	UMP	478946	UMP	479270
UMP	053985	UMP	055389	UMP	057338	UMP	478950	UMP	479277
UMP	053991	UMP	055390	UMP	057347	UMP	478953	UMP	479281
UMP	053995	UMP	055393	UMP	057348	UMP	478954	UMP	479286
UMP	053997	UMP	055397	UMP	057349	UMP	478958	UMP	479290
UMP	054309	UMP	055469	UMP	057352	UMP	478975	UMP	479291
UMP	054318	UMP	055604	UMP	057353	UMP	478976	UMP	479293
UMP	054326	UMP	055606	UMP	057360	UMP	479011	UMP	479295
UMP	054346	UMP	055609	UMP	057361	UMP	479014	UMP	479301
UMP	054349	UMP	055690	UMP	057366	UMP	479019	UMP	479303
UMP	054371	UMP	055691	UMP	057368	UMP	479028	UMP	479305
UMP	054387	UMP	056187	UMP	057370	UMP	479029	UMP	479312
UMP	054396	UMP	056188	UMP	057395	UMP	479036	UMP	479314
UMP	054399	UMP	056189	UMP	057509	UMP	479037	UMP	479317
UMP	054600	UMP	056190	UMP	057510	UMP	479045	UMP	479320
UMP	054602	UMP	056191	UMP	057511	UMP	479047	UMP	479322
UMP	054607	UMP	056193	UMP	099551	UMP	479052	UMP	479323
UMP	054608	UMP	056194	UMP	099552	UMP	479059	UMP	479334
UMP	054609	UMP	056195	UMP	099558	UMP	479062	UMP	479351
UMP	054612	UMP	056196	UMP	099565	UMP	479069	UMP	479353
UMP	054620	UMP	056198	UMP	099566	UMP	479070	UMP	479360
UMP	054622	UMP	056199	UMP	099567	UMP	479082	UMP	479361
UMP	054624	UMP	056201	UMP	099569	UMP	479084	UMP	479362
UMP	054639	UMP	056202	UMP	099615	UMP	479130	UMP	479366
UMP	054652	UMP	056203	UMP	099616	UMP	479144	UMP	479372
UMP	054659	UMP	056204	UMP	099624	UMP	479156	UMP	479373
UMP	054670	UMP	056205	UMP	300133	UMP	479157	UMP	479376
UMP	054674	UMP	056206	UMP	300135	UMP	479158	UMP	479377
UMP	054676	UMP	056207	UMP	300140	UMP	479159	UMP	479386
UMP	054684	UMP	056208	UMP	300161	UMP	479164	UMP	479392
UMP	054693	UMP	056209	UMP	300189	UMP	479169	UMP	479398
UMP	054694	UMP	056210	UMP	300198	UMP	479170	UMP	479623
UMP	055105	UMP	056211	UMP	475001	UMP	479183	UMP	479687
UMP	055118	UMP	056212	UMP	475010	UMP	479184	UMP	479688
UMP	055123	UMP	056213	UMP	475012	UMP	479188	UMP	479689
UMP	055125	UMP	056214	UMP	475014	UMP	479189	UMP	480150
UMP	055135	UMP	056216	UMP	475026	UMP	479191	UMP	480168
UMP	055142	UMP	056217	UMP	475076	UMP	479193	UMP	480169
UMP	055221	UMP	056218	UMP	475105	UMP	479200	UMP	480170
UMP	055258	UMP	056219	UMP	475150	UMP	479205	UMP	480183
UMP	055292	UMP	056220	UMP	475167	UMP	479207	UMP	480185
UMP	055307	UMP	056221	UMP	475188	UMP	479209	UMP	480187
UMP	055316	UMP	056222	UMP	475228	UMP	479213	UMP	480190
UMP	055317	UMP	056223	UMP	475235	UMP	479214	UMP	480192
UMP	055340	UMP	056224	UMP	475467	UMP	479222	UMP	480193
UMP	055341	UMP	056225	UMP	475485	UMP	479225	UMP	480300
UMP	055342	UMP	056226	UMP	475514	UMP	479232	UMP	480301
UMP	055351	UMP	056228	UMP	475515	UMP	479238	UMP	480302
UMP	055359	UMP	056229	UMP	475528	UMP	479240	UMP	480303

UMP 480305  
UMP 480306  
UMP 480308  
UMP 480310  
UMP 480314  
UMP 480315  
UMP 480316  
UMP 480318  
UMP 480320  
UMP 480322  
UMP 480323  
UMP 480324  
UMP 480326  
UMP 480327  
UMP 480328  
UMP 480329  
UMP 480360  
UMP 480363  
UMP 480364  
UMP 480399  
UMP 480650  
UMP 480652  
UMP 480654  
UMP 480655  
UMP 480656  
UMP 480657  
UMP 480701  
UMP 480702  
UMP 480703  
UMP 480704  
UMP 480708  
UMP 480709  
UMP 480712  
UMP 480713  
UMP 480714  
UMP 480715  
UMP 480716  
UMP 480718  
UMP 480719  
UMP 480721  
UMP 480722  
UMP 480725  
UMP 480726  
UMP 480730  
UMP 480731  
UMP 480736  
UMP 480743  
UMP 480748  
UMP 480775  
UMP 480796  
UMP 480797  
UMP 480798  
UMP 480802  
UMP 480804  
UMP 480822  
UMP 480824  
UMP 481122

UMP 481125  
UMP 481137  
UMP 481138  
UMP 481139  
UMP 482115  
UMP 482138  
UMP 482185  
UMP 482188  
UMP 482189  
UMP 482507  
UMP 482516  
UMP 482518  
UMP 482524  
UMP 482529  
UMP 482535  
UMP 482539  
UMP 482541  
UMP 482543  
UMP 482545  
UMP 482548  
UMP 482551  
UMP 482556  
UMP 482580  
UMP 482582  
UMP 482585  
UMP 482586  
UMP 482588  
UMP 482590  
UMP 482596  
UMP 483159  
UMP 483160  
UMP 483161  
UMP 483164  
UMP 483167  
UMP 483170  
UMP 483172  
UMP 483174  
UMP 483181  
UMP 483193  
UMP 483194  
UMP 483196  
UMP 483197  
UMP 483198  
UMP 483200  
UMP 483202  
UMP 483205  
UMP 483207  
UMP 483208  
UMP 483228  
UMP 483229  
UMP 483232  
UMP 483245  
UMP 483248  
UMP 483643  
UMP 483644

UMP 483650  
UMP 483652  
UMP 486444  
UMP 486448  
UMP 486474  
UMP 486477  
UMP 486486  
UMP 487873  
UMP 487880  
UMP 487902  
UMP 487939  
UMP 487953  
UMP 488031  
UMP 488294  
UMP 488426  
UMP 488427  
UMP 488461  
UMP 488469  
UMP 488493  
UMP 488509  
UMP 488576  
UMP 488660  
UMP 488675  
UMP 488707  
UMP 488731  
UMP 489191  
UMP 489207  
UMP 489223  
UMP 489282  
UMP 489305  
UMP 489307  
UMP 489312  
UMP 489319  
UMP 489322  
UMP 489324  
UMP 489326  
UMP 489338  
UMP 489390  
UMP 489393  
UMP 489403  
UMP 489404  
UMP 489408  
UMP 489409  
UMP 489411  
UMP 489413  
UMP 489417  
UMP 489418  
UMP 489419  
UMP 489421  
UMP 489425  
UMP 489427  
UMP 489432  
UMP 489435  
UMP 489437  
UMP 489440  
UMP 489450  
UMP 489451

UMP 489454  
UMP 489455  
UMP 489458  
UMP 489459  
UMP 489469  
UMP 489471  
UMP 489473  
UMP 489475  
UMP 489476  
UMP 489478  
UMP 489488  
UMP 489489  
UMP 489490  
UMP 489491  
UMP 489493  
UMP 489521  
UMP 489522  
UMP 489536  
UMP 489557  
UMP 489562  
UMP 489641  
UMP 489737  
UMP 489774  
UMP 489787  
UMP 489812  
UMP 489830  
UMP 800004  
UMP 800007  
UMP 800025  
UMP 800057  
UMP 800076  
UMP 800085  
UMP 800329  
UMP 800343  
UMP 800355  
UMP 800361  
UMP 800396  
UMP 800459  
UMP 800542  
UMP 800590  
UMP 800593  
UMP 800596  
UMP 800609  
UMP 800610  
UMP 800642  
UMP 800691  
UMP 800847  
UMP 800876  
UMP 801059  
UMP 801060  
UMP 801241  
UMP 801243  
UMP 801255  
UMP 801262  
UMP 801271  
UMP 801289  
UMP 801297  
UMP 801344