

0100474006

BINGHAM, DANA & GOULD
150 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110-1726

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HARTFORD OFFICE
(203) 244-3770

LONDON OFFICE
011-44-171-799-2646

January 4, 1995

18780-D

JAN 5 1995 10:00 AM
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OFFICE OF THE
SECRETARY OF
STATE

Countrywide - Dan

BY MESSENGER

Interstate Commerce Commission
Room 2303 **2311**
12th Street and Constitution Ave., N.W.
Washington, D.C. 20423

Attention: Documents for Recordation

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:

BINGHAM, DANA & GOULD

Interstate Commerce Commission
January 3, 1995
Page 2

"Amendment dated December 29, 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 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 twenty-one 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 617-951-8399.

Sincerely,



Melissa R. Sarke

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

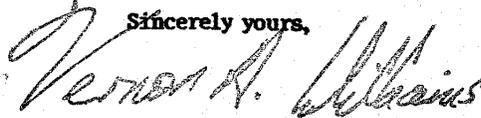
1/5/95

Melissa R. Sarke
Bingham, Dana & Gould
150 Mass-Federal Street
Boston, Massachusetts 02110-1726

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 1/5/95 at 10:35AM, and assigned recordation number(s). 18780- D.

Sincerely yours,



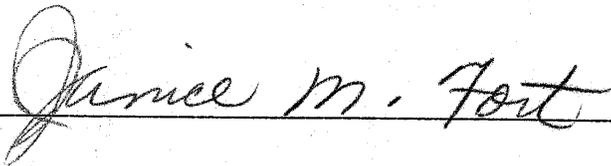
Vernon A. Williams
Secretary

Enclosure(s)

(0100474006)

\$ 21.00 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



AMENDMENT NO. 3

to the

SECURITY AGREEMENT

Dated as of April 21, 1994

18780-D
JAN 5 1995 10 50 AM

This AGREEMENT OF AMENDMENT, dated as of December 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 add certain newly acquired Rolling Stock to 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 adding thereto 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: *Herald F. Kilcoyne*
Title: **Executive Vice President**

**THE FIRST NATIONAL BANK
OF BOSTON**

By: _____
Title: _____

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**

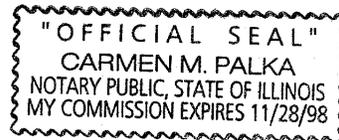
By: Barbara Wilson
Title: Director

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

On this 30th day of December, 1994, before me personally appeared Gerald L. Kilcoyne, 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)
) ss.
County of Suffolk)

On this ___ day of _____, 199_, 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:

State/Commonwealth of)
) ss.
County of)

On this ___ day of _____, 199_, 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 3 day of January, 1995, before me personally appeared Barbara W. Wilson to me personally known, who, being by me duly sworn, says that [s]he is Director 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.

Lori B. Langer
Notary Public



My commission expires:

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000

SCHEDULE 4(b)

CAR NO.

UMP 585211
UMP 585218
UMP 585226
UMP 585234
UMP 585243
UMP 585251
UMP 585254
UMP 585270
UMP 585277
UMP 585293
UMP 585296
UMP 585302
UMP 585320
UMP 585335
UMP 585341
UMP 585347
UMP 585349
UMP 585428
UMP 585432
UMP 585442
UMP 585443
UMP 585674
UMP 585687

CAR NO.

UMP 585462
UMP 585464
UMP 585465
UMP 585482
UMP 585486
UMP 585500
UMP 585518
UMP 585524
UMP 585569
UMP 585586
UMP 585588
UMP 585610
UMP 585617
UMP 585621
UMP 585624
UMP 585631
UMP 585636
UMP 585640
UMP 585642
UMP 585656
UMP 585672
UMP 585685

CARI	CARNUM
UMP	006404
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UMP	006408
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UMP	006650
UMP	016610
UMP	016622
UMP	016644
UMP	016645
UMP	016646

99 rows selected.

Rack Number		Car Number	
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ATSF	1716	TTGX	157945
ATSF	1732	TTGX	158199
ATSF	1777	TTGX	158619
ATSF	1773	TTGX	158667
ATSF	1775	TTGX	158677
ATSF	1776	TTGX	159091
ATSF	1754	TTGX	159155
ATSF	1701	TTGX	159163
ATSF	1739	TTGX	159216
ATSF	1706	TTGX	159246
ATSF	1718	TTGX	159258
ATSF	1748	TTGX	159265
ATSF	1736	TTGX	159315
ATSF	1705	TTGX	159410
ATSF	1756	TTGX	159473
ATSF	1771	TTGX	159482
ATSF	1707	TTGX	159494
ATSF	1760	TTGX	159535
ATSF	1714	TTGX	159658
ATSF	1704	TTGX	159732
ATSF	1722	TTGX	159762
ATSF	1757	TTGX	160295
ATSF	1768	TTGX	253937
ATSF	1767	TTGX	254004
ATSF	1723	TTGX	254017
ATSF	1764	TTGX	254021
ATSF	1721	TTGX	254451
ATSF	1772	TTGX	254488
ATSF	1737	TTGX	254680
ATSF	1711	TTGX	254713
ATSF	1733	TTGX	254834
ATSF	1719	TTGX	255337
ATSF	1774	TTGX	255592
ATSF	1765	TTGX	255611
ATSF	1717	TTGX	255665
ATSF	1763	TTGX	255793
ATSF	1769	TTGX	255819
ATSF	1747	TTGX	255946
ATSF	1731	TTGX	256074
ATSF	1720	TTGX	940391
ATSF	1751	TTGX	940644
ATSF	1755	TTGX	941084
ATSF	1729	TTGX	941722
ATSF	1727	TTGX	942079
ATSF	1709	TTGX	942188
ATSF	1725	TTGX	961578
ATSF	1738	TTGX	962073
ATSF	1761	TTGX	962240
ATSF	1753	TTGX	962297
ATSF	1710	TTGX	963006
ATSF	1762	TTGX	963256
ATSF	1745	TTGX	964267

Rack Number		Car Number	
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ATSF	1708	TTGX	964507
ATSF	1715	TTGX	965219
ATSF	1750	TTGX	966167
ATSF	1702	TTGX	966172
ATSF	1700	TTGX	966174
ATSF	1713	TTGX	966176
ATSF	1766	TTGX	966179
ATSF	1759	TTGX	966180
ATSF	1740	TTGX	966181
ATSF	1758	TTGX	966182
ATSF	1728	TTGX	966183
ATSF	1726	TTGX	966191
ATSF	1730	TTGX	966192
ATSF	1734	TTGX	966193
ATSF	1742	TTGX	977009
ATSF	1746	TTGX	977026
ATSF	1724	TTGX	977100
ATSF	1703	TTGX	977102
ATSF	1743	TTGX	977119
ATSF	1752	TTGX	977144
ATSF	1712	TTGX	977164
ATSF	1778	TTGX	977172
ATSF	1744	TTGX	977207
ATSF	1741	TTGX	277227
ATSF	1749	TTGX	977259
ATSF	1735	TTGX	977276

Security interest granted only in rack number. No security interest is granted in car number which is for reference only.

CAR NUMBER

RACK NUMBER

TTGX255423	CR 1600
TTGX253949	CR 1601
TTGX254615	CR 1602
TTGX254082	CR 1603
TTGX255193	CR 1604
TTGX254467	CR 1605
TTGX255328	CR 1606
TTGX254469	CR 1607
TTGX255474	CR 1608
TTGX255509	CR 1609
TTGX254107	CR 1610
TTGX254417	CR 1611
TTGX255216	CR 1612
TTGX255463	CR 1613
TTGX255430	CR 1614
TTGX254768	CR 1615
TTGX254441	CR 1616
TTGX254345	CR 1617
TTGX254760	CR 1618
TTGX255532	CR 1619
TTGX255303	CR 1620
TTGX254573	CR 1621
TTGX253976	CR 1622
TTGX254211	CR 1623
TTGX254068	CR 1624
TTGX254502	CR 1625
TTGX255176	CR 1626
TTGX254075	CR 1627
TTGX254399	CR 1628
TTGX254047	CR 1629

CAR NUMBER

RACK NUMBER

TTGX254425	CR 1630
TTGX253992	CR 1631
TTGX255301	CR 1632
TTGX254675	CR 1633
TTGX234077	CR 1634
TTGX256173	CR 1635
TTGX254025	CR 1636
TTGX254457	CR 1637
TTGX254561	CR 1638
TTGX254435	CR 1639
TTGX254015	CR 1640
TTGX254722	CR 1642
TTGX255475	CR 1643
TTGX254080	CR 1644
TTGX255219	CR 1645
TTGX254212	CR 1646
TTGX255377	CR 1647
TTGX253915	CR 1648
TTGX254429	CR 1649

Security interest granted only in rack number. No security interest is granted in car number which is for reference only.

<u>LINE</u>	<u>CAR NUMBER</u>
1	WRRC 680100
2	WRRC 680101
3	WRRC 680102
4	WRRC 680103
5	WRRC 680104
6	WRRC 680105
7	WRRC 680106
8	WRRC 680107
9	WRRC 680108
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11	WRRC 680110
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15	WRRC 680114
16	WRRC 680115
17	WRRC 680116
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21	WRRC 680120
22	WRRC 680121
23	WRRC 680122
24	WRRC 680123
25	WRRC 680124
26	WRRC 680125
27	WRRC 680126
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30	WRRC 680129
31	WRRC 680130

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