

1-218A029

LAW OFFICES

ALVORD AND ALVORD

ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
JAMES C MARTIN JR*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N W

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A LESTER

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(202) 393 2156

RECORDATION NO 16692-A #15

August 6, 1991

AUG 6 1991 - 2 05 PM 16692 - A

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

16, 11, 1991

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged original copies of an Addendum to Security Agreement dated as of July 29, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to a Security Agreement dated as of December 28, 1989, which was filed and recorded on December 29, 1989 under Recordation Number 16692.

The names and addresses of the parties to the enclosed document are:

Debtor: Chicago SouthShore & South Bend Railroad Co.
505 N. Carroll Avenue
Michigan City, Indiana 46360

Secured Party: Bank of America National Trust
and Savings Association
315 Montgomery Street
San Francisco, California 94104

A description of the railroad equipment covered by the enclosed document is set forth in Addendum to Schedule I to Security Agreement attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Kappler
Charles T. Kappler

Mr. Sidney L. Strickland, Jr.
August 6, 1991
Page Two

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Addendum to Security Agreement dated as of July 29, 1991 covering 75 railroad gondola cars bearing BN/SLSF reporting marks and road numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

ADDENDUM TO SCHEDULE I TO SECURITY AGREEMENT:

Owned rolling stock by Chicago SouthShore
& South Bend Railroad Co. (to be renumbered
under CSS numbers)

BN	562190	SLSF	66129
SLSF	66054	BN	562236
	66118		562164
BN	562175	SLSF	66195
SLSF	66087		66127
BN	562264	BN	562296
SLSF	66023		562161
	66120	SLSF	66128
	66167		66110
	66098		66068
	66181		66089
	66095		66062
	66096		66047
	66194	BN	562276
	66033	SLSF	66188
	66105		66143
	66113		66183
	66066		66002
	66018		66088
	66046		66086
	66104	BN	562208
	66055	SLSF	66014
	66101		66097
	66013		66045
BN	562142		66149
SLSF	66052		66073
	66044		66082
	66004		66123
	66124	BN	562271
	66074	SLSF	66025
BN	562103		66192
SLSF	66150		66102
	66133		
	66100		
	66115		
	66083		
	66152		
	66043		
	66016		
	66017		
	66138		
	66160		
	66187		
	66027		

Interstate Commerce Commission
Washington, D.C. 20423

8/6/91

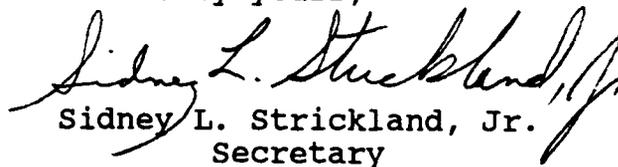
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

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 8/6/91 at 2:05pm, and assigned recordation number(s). 16692-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16692-A FILED AUG 6 1991

AUG 6 1991 - 2 05 PM

INTERSTATE COMMERCE COMMISSION

ADDENDUM TO SECURITY AGREEMENT

This ADDENDUM is made as of July 29, 1991 to the Security Agreement dated as of December 28, 1989 (the "Security Agreement") by CHICAGO SOUTHSHORE & SOUTH BEND RAILROAD CO., an Indiana general partnership ("Debtor"), in favor of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association (the "Agent"), acting as agent for the banks (the "Banks") party to the Loan Agreement (as defined in the Security Agreement).

WHEREAS, the Security Agreement was recorded at the offices of the Interstate Commerce Commission on December 29, 1989 under recordation number 16692; and

WHEREAS, the Debtor and the Agent desire to add certain additional collateral security to Schedule I to the Security Agreement;

NOW, THEREFORE, in consideration of the premises and other benefits to the Debtor, the receipt and sufficiency of which are hereby acknowledged, the Debtor and the Agent that Schedule I to the Security Agreement is hereby amended by adding the attached Addendum to Schedule I thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Addendum to Security Agreement to be executed and delivered by their duly authorized officers as of the date first above written.

CHICAGO SOUTHSHORE & SOUTH BEND RAILROAD CO.

By: *Benny Skars*
Member of Management Committee
and Agent for the Partnership

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, as Agent

By: _____

Title: _____

ADDENDUM TO SCHEDULE I TO SECURITY AGREEMENT:

Owned rolling stock by Chicago SouthShore
& South Bend Railroad Co. (to be renumbered
under CSS numbers)

BN	562190	SLSF	66129
SLSF	66054	BN	562236
	66118		562164
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SLSF	66087		66127
BN	562264	BN	562296
SLSF	66023		562161
	66120	SLSF	66128
	66167		66110
	66098		66068
	66181		66089
	66095		66062
	66096		66047
	66194	BN	562276
	66033	SLSF	66188
	66105		66143
	66113		66183
	66066		66002
	66018		66088
	66046		66086
	66104	BN	562208
	66055	SLSF	66014
	66101		66097
	66013		66045
BN	562142		66149
SLSF	66052		66073
	66044		66082
	66004		66123
	66124	BN	562271
	66074	SLSF	66025
BN	562103		66192
SLSF	66150		66102
	66133		
	66100		
	66115		
	66083		
	66152		
	66043		
	66016		
	66017		
	66138		
	66160		
	66187		
	66027		

STATE OF Indiana)
COUNTY OF La Porte) SS.:

On this 31st day of July, 1991, before me personally appeared N. Jerry Nease, to me personally known, who, being by me duly sworn, says that he is the President of CHICAGO SOUTHSORE & SOUTH BEND RAILROAD CO., an Indiana partnership, that said instrument was signed on behalf of said partnership by authority of its Management Committee and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

Maice K. Nolan
Notary Public

[Notarial Seal]

My Commission expires 10/16/92

ADDENDUM TO SECURITY AGREEMENT

This ADDENDUM is made as of July 29, 1991 to the Security Agreement dated as of December 28, 1989 (the "Security Agreement") by CHICAGO SOUTHSORE & SOUTH BEND RAILROAD CO., an Indiana general partnership ("Debtor"), in favor of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association (the "Agent"), acting as agent for the banks (the "Banks") party to the Loan Agreement (as defined in the Security Agreement).

WHEREAS, the Security Agreement was recorded at the offices of the Interstate Commerce Commission on December 29, 1989 under recordation number 16692; and

WHEREAS, the Debtor and the Agent desire to add certain additional collateral security to Schedule I to the Security Agreement;

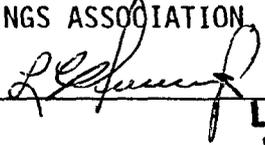
NOW, THEREFORE, in consideration of the premises and other benefits to the Debtor, the receipt and sufficiency of which are hereby acknowledged, the Debtor and the Agent that Schedule I to the Security Agreement is hereby amended by adding the attached Addendum to Schedule I thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Addendum to Security Agreement to be executed and delivered by their duly authorized officers as of the date first above written.

CHICAGO SOUTHSORE & SOUTH BEND
RAILROAD CO.

By: _____
Member of Management Committee
and Agent for the Partnership

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION, as Agent

By:  _____
Title: **L. Chenevert, Jr.**
Vice President

ADDENDUM TO SCHEDULE I TO SECURITY AGREEMENT:

Owned rolling stock by Chicago SouthShore
& South Bend Railroad Co. (to be renumbered
under CSS numbers)

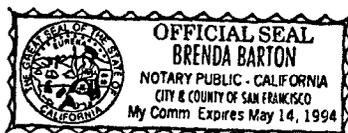
BN	562190	SLSF	66129
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	66152		
	66043		
	66016		
	66017		
	66138		
	66160		
	66187		
	66027		

STATE OF California)
COUNTY OF San Francisco

SS.:

On this 29 day of July, 1991, before me personally appeared L. CHENEVEY JR., to me personally known, who, being by me duly sworn, says that he is the Vice President of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association, that said instrument was signed 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.

Brenda Barton
Notary Public



[Notarial Seal]

My Commission expires

May 14, 1994