

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

LAW OFFICES
ALVORD AND ALVORD

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918 SIXTEENTH STREET, N W
WASHINGTON, D.C.

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OF COUNSEL
URBAN A LESTER

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440367 A AND A

TELEFAX
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RECORDATION # 16692-B \$ 15 FILED 1425

September 6, 1991

SEP 6 1991 12 55 PM

INTERSTATE COMMERCE COMMISSION

16692 - B
1-249A028

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

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 August 22, 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.

Charles T. Kappler

SEP 6 12 57 PM '91
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.
September 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 August 22, 1991 covering 75 railroad gondola cars bearing BN/SLSF reporting marks and road numbers, as restencilled with CSS 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.

BN	562142	Restencilled as CSS 43029
	562164	Restencilled as CSS 43021
	562236	Restencilled as CSS 43019
	562264	Restencilled as CSS 43031
	562208	Restencilled as CSS 43018
	562271	Restencilled as CSS 43009
SLSF	66004	Restencilled as CSS 43033
	66013	Restencilled as CSS 43034
	66023	Restencilled as CSS 43035
	66033	Restencilled as CSS 43036
	66044	Restencilled as CSS 43037
	66046	Restencilled as CSS 43038
	66052	Restencilled as CSS 43039
	66066	Restencilled as CSS 43040
	66087	Restencilled as CSS 43041
	66095	Restencilled as CSS 43042
	66096	Restencilled as CSS 43043
	66098	Restencilled as CSS 43044
	66100	Restencilled as CSS 43045
	66104	Restencilled as CSS 43010
	66105	Restencilled as CSS 43046
	66110	Restencilled as CSS 43008
	66113	Restencilled as CSS 43047
	66118	Restencilled as CSS 43048
	66120	Restencilled as CSS 43049
	66124	Restencilled as CSS 43050
	66128	Restencilled as CSS 43007
	66133	Restencilled as CSS 43052
	66143	Restencilled as CSS 43053
	66150	Restencilled as CSS 43054
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	66188	Restencilled as CSS 43012
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	66017	Restencilled as CSS 43056
	66027	Restencilled as CSS 43057
	66043	Restencilled as CSS 43058
	66073	Restencilled as CSS 43015
	66082	Restencilled as CSS 43016
	66083	Restencilled as CSS 43059
	66097	Restencilled as CSS 43022
	66102	Restencilled as CSS 43013
	66115	Restencilled as CSS 43060
	66123	Restencilled as CSS 43017
	66152	Restencilled as CSS 43061
	66160	Restencilled as CSS 43062
	66187	Restencilled as CSS 43063
	66011	Restencilled as CSS 43064
	66070	Restencilled as CSS 43065
	66149	Restencilled as CSS 43014

ADDENDUM TO SCHEDULE I TO SECURITY AGREEMENT

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BN	562296	Restencilled as CSS 43032
	562276	Restencilled as CSS 43001
	562103	Restencilled as CSS 43028
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	66055	Restencilled as CSS 43002
	66183	Restencilled as CSS 43003
	66062	Restencilled as CSS 43004
	66089	Restencilled as CSS 43005
	66068	Restencilled as CSS 43006
	66018	Restencilled as CSS 43025
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	66045	Restencilled as CSS 43000
	66101	Restencilled as CSS 43027
	66054	Restencilled as CSS 43026
BN	562161	Restencilled as CSS 43030
SLSF	66016	Restencilled as CSS 43024
	66088	Restencilled as CSS 43070
	66002	Restencilled as CSS 43067
	66047	Restencilled as CSS 43068
	66086	Restencilled as CSS 43069
	66181	Restencilled as CSS 43071
	66194	Restencilled as CSS 43072
	66129	Restencilled as CSS 43073
	66138	Restencilled as CSS 43074
BN	562190	Restencilled as CSS 43066

Interstate Commerce Commission
Washington, D.C. 20423

9/6/91

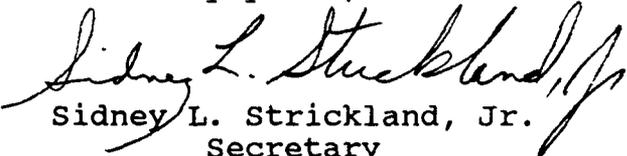
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20423

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 9/6/91 at 12:45pm, and assigned recordation number(s). 8070-L, 16168-V & 16692-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16692-B
RECORDATION NO. FILED 1991

ADDENDUM TO SECURITY AGREEMENT

SEP 6 1991 12:45 PM
INTERSTATE COMMERCE COMMISSION

This ADDENDUM is made as of August 22, 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, an Addendum to Security Agreement was recorded at the offices of the Interstate Commerce Commission on August 6, 1991 under recordation number 16692-A; 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 agree that Schedule I to the Security Agreement is hereby amended by adding the attached Addendum to Schedule I thereto in place of the Addendum to Schedule I that was recorded on August 6, 1991.

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: *Henry Seard*
Member of Management Committee
and Agent for the Partnership

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION, as Agent

By: _____

Title: _____

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& South Bend Railroad Co.

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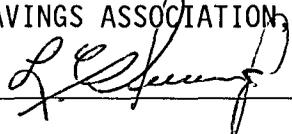
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CHICAGO SOUTHSORE & SOUTH BEND
RAILROAD CO.

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

STATE OF California)
COUNTY OF San Francisco) SS.:

On this 26 day of August, 1991, before me personally appeared L. CHENEVERT 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.



[Notarial Seal]

My Commission expires May 14, 1994

Brenda Barton
Notary Public

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