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July 16, 1993

RECORDATION NO. 17355-B FILED 1428 File No. 2530.4

JUL 20 1993 2-50 PM

FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Room 2303
Washington, D.C. 20423

Re: **Documents for Recordation**

Dear Secretary:

This firm represents Comerica Bank Illinois, a party to the enclosed Amendment to Equipment Mortgage. I have enclosed two fully executed and notarized originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The document is an Amendment to Equipment Mortgage, a secondary document, dated as of May 26, 1993. The document amends the Equipment Mortgage and Assignment of Leases dated April 24, 1991, recorded with the Interstate Commerce Commission May 29, 1991 as Document No. 17355.

The names and addresses of the parties to the document are as follows:

Mortgagor: **Relco Locomotives, Inc.
113 Industrial Avenue
Minooka, Illinois 60447**

Mortgagee: **Comerica Bank Illinois, f/k/a Affiliated Bank
4747 West Dempster Street
Skokie, Illinois 60076**

A description of the equipment covered by the document appears on Schedule A, attached hereto and made a part hereof.

DE HAAN & RICHTER, P.C.
Interstate Commerce Commission
File No. 2530.4
May 26, 1993
Page Two

A fee of \$15.00 is enclosed. After recordation, please return one original to Howard I. Goldblatt, DeHaan & Richter, P.C., 55 West Monroe Street, Suite 1000, Chicago, Illinois 60603.

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

Amendment to Equipment Mortgage and Assignment of Leases between Relco Finance Corporation, an Illinois corporation, 113 Industrial Avenue, Minooka, Illinois 60447 ("Mortgagor") and Comerica Bank Illinois, f/k/a, Affiliated Bank, 4747 West Dempster Street, Skokie, Illinois 60076 ("Mortgagee"), dated as of May 26, 1993, and covering 17 EMD switching locomotives and 9 Alco Switching locomotives.

Very truly yours,



Howard I. Goldblatt

HIG:be
Enclosures

cc: Mr. Stan Rosendahl (w/o enclosure)

SCHEDULE A

Specific Equipment

<u>Locomotive Number</u>	<u>Description</u>	<u>Locomotive Location</u>
GW1290*	EMD-SW1200, 1200 H.P., 125 ton Switcher	Provo, Utah
GW1291*	EMD-SW1200, 1200 H.P., 125 ton Switcher	Provo, Utah
GW1292*	EMD-SW1200, 1200 H.P., 125 ton Switcher	Provo, Utah
RE 503**	600 H.P., EMD, 100 ton	Sayre, PA
RE 1051**	1000 H.P., Alco, 115 ton	Chesterton, IN
RE 1055**	1000 H.P., Alco, 115 ton	Palmerton, PA
RE 1056**	1000 H.P., Alco, 115 ton	Morrilton, AR
RE 1058**	1000 H.P., Alco, 115 ton	Baytown, TX
RE 1059**	1000 H.P., Alco, 115 ton	Pasadena, TX
RE 1063**	1000 H.P., Alco, 115 ton	Milwaukee, WI
RE 1064**	1000 H.P., Alco, 115 ton	Chesterton, IN
RE 1065**	1000 H.P., Alco, 115 ton	Long Beach, CA
RE 1066**	1000 H.P., Alco, 115 ton	Clinton, IA
RE 1201**	1000 H.P., EMD, NW2, 125 ton	Ft. Madison, IA
RE 1203**	1000 H.P., EMD, NW2, 125 ton	Hastings, NE
RE 1204**	1000 H.P., EMD, NW2, 125 ton	LaPlace, LA
RE 1208**	1000 H.P., EMD, NW2, 125 ton	Sheffield, AL
RE 1209**	1000 H.P., EMD, NW2, 125 ton	Geismar, LA
RE 1210**	1000 H.P., EMD, NW2, 125 ton	Mulberry, FL
RE 1212**	1000 H.P., EMD, NW2, 125 ton	Rock Springs, WY
RE 1214**	1000 H.P., EMD, NW2, 125 ton	Pasadena, TX
RE 1217**	1000 H.P., EMD, NW2, 125 ton	Minooka, IL
RE 1252**	1200 H.P., EMD, SW7, 125 ton	Tampa, FL
RE 1253**	1200 H.P., EMD, SW7, 125 ton	Augusta, GA
RE 1254**	1200 H.P., EMD, SW7, 125 ton	Sheffield, AL
RE 1602**	1500 H.P., EMD, GP7, 125 ton	Sturgis, KY

* Originally an asset of Relco Locomotives-Great West

** Subject to lease from Sepcor, Inc., a Delaware corporation

Interstate Commerce Commission
Washington, D.C. 20423

7/20/93

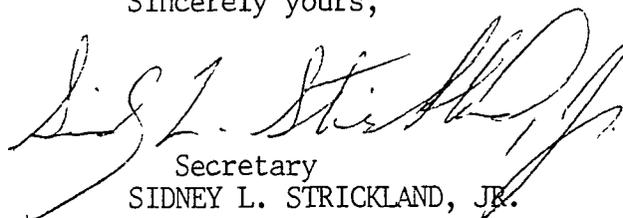
OFFICE OF THE SECRETARY

Howard I Goldblatt
DE HAAN & Richter
55 West Monroe Street Suite 1000
Chicago , Illinois 60603-5004

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/20/93** at **2:50 N.W.**, and assigned recordation number(s). **17355-B & 18318**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

JUL 20 1993 2:50 PM

AMENDMENT TO EQUIPMENT MORTGAGE AND ASSIGNMENT OF LEASES/SECURITY AGREEMENT
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT to Equipment Mortgage and Assignment of Leases/Security Agreement ("Amendment") dated as of this 26th day of May, 1993, is by and between Relco Locomotives, Inc., an Illinois corporation ("Debtor") located at 113 Industrial Drive, Minooka, Illinois and Comerica Bank Illinois, an Illinois banking corporation, f/k/a Affiliated Bank ("Secured Party") with an office located at 4747 West Dempster Street, Skokie, Illinois 60076 and supplements the terms and provisions of that certain **Equipment Mortgage and Assignment of Leases/Security Agreement** ("Equipment Mortgage") between the Debtor and the Secured Party dated as of April 24, 1991, and recorded May 29, 1991 with the **Interstate Commerce Commission as Document No. 17355**.

1. For value received and as additional security for the Liabilities (as defined in Paragraph 1 of the Equipment Mortgage), the Debtor hereby conveys and grants to the Secured Party a continuing security interest in the specific equipment described on Schedule A, attached hereto and made a part hereof and in the leases described on Schedule B, attached hereto and made a part hereof.

2. Debtor hereby acknowledges that the specific equipment described on Exhibit A, attached hereto and made a part hereof and the leases described on Exhibit B, attached hereto and made a part hereof, each include items of equipment and leases which were previously assets of Relco Locomotives-Great West, Inc., a Utah corporation ("Great West") and subject to the Secured Party's first position perfected security interest. Those assets became the assets of Debtor as a result of the merger between Debtor and Great West and continue to be subject to Secured Party's perfected, first position security interest.

2. Notwithstanding anything in Paragraph 3(a) of the Security Agreement to the contrary, the term "Related Financing Agreements" (as defined and used in the Security Agreement) shall include without limitation, in addition to those documents, instruments and writings described therein, that certain Loan Agreement dated as of May 26, 1993 by and between Debtor and Secured Party and all notes, guaranties, security agreements, mortgages, deeds of trust, pledges, powers of attorney, consents, assignments, contracts, notices, leases, financing statements and all other written matter heretofore, now or hereafter executed by and/or on behalf of Debtor, Relco Finance Corporation, an Illinois corporation ("Relco Finance"), Sepcor, Inc., a Delaware corporation ("Sepcor"), Jerico of Gonzales, Inc., a Louisiana corporation ("Jerico") and Donald L. Bachman, individually ("Bachman") and delivered to Secured Party, together with all agreements and documents referred to therein or contemplated thereby in connection with the indebtedness, obligations and liabilities of Debtor, Relco Finance, Sepcor Jerico and Bachman to Secured Party.

3. In all other respects, the Equipment Mortgage shall remain unchanged and in full force and effect.

4. The Debtor hereby reaffirms all representations, warranties and covenants under the Equipment Mortgage and certifies that as of the date of this Amendment, no event of default as defined in the Equipment Mortgage has occurred and is continuing.

SCHEDULE B
TO
AMENDMENT TO EQUIPMENT MORTGAGE
AND
ASSIGNMENT OF LEASES/SECURITY AGREEMENT
DATED AS OF MAY 26, 1993

Description of Leases

<u>Lease Date</u>	<u>Lessor</u>	<u>Lessee</u>	<u>Locomotive Number(s)</u>	<u>Locomotive Location</u>
05/05/89	Debtor	Basic Manufacturing and Technologies of Utah, Inc., d/b/a Geneva Steel	GW1290* GW1291* GW1292*	Provo, Utah Provo, Utah Provo, Utah
4/83	Debtor	G.E Railcar	RE 503**	Sayre, PA
3/69	Debtor	Luria Brothers	RE 1051**	Chesterton, IN
6/89	Debtor	Chestnut Ridge Railroad	RE 1055**	Palmerton, PA
4/72	Debtor	Arkansas Kraft	RE 1056**	Morrilton, AR
2/81	Debtor	Continental Grain	RE 1063**	Milwaukee, WI
11/87	Debtor	Luria Brothers	RE 1064**	Chesterton, IN
11/85	Debtor	B.F. Goodrich	RE 1065**	Long Beach, CA
10/65	Debtor	Arcadian Corporation	RE 1066**	Clinton, IA
2/91	Debtor	Hastings Utilities	RE 1203**	Hastings, NE
5/91	Debtor	Bayou Steel	RE 1204**	LaPlace, LA
4/84	Debtor	Reynolds Aluminum	RE 1208**	Sheffield, AL
10/85	Debtor	Shell Chemical	RE 1209**	Geismar, LA
9/91	Debtor	Royster Company	RE 1210**	Mulberry, FL
5/86	Debtor	S.F. Phosphates	RE 1212**	Rck Springs, WY
10/90	Debtor	Phillips 66	RE 1214**	Pasadena, TX
4/83	Debtor	Tampa Electric	RE 1252**	Tampa, FL
8/77	Debtor	Augusta Service	RE 1253**	Augusta, GA
4/79	Debtor	Occidental Chemical	RE 1254**	Sheffield, AL
8/88	Debtor	Tradewater Railway	RE 1602**	Sturgis, KY

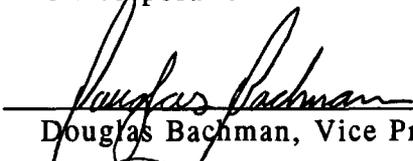
* Subject to lease from Relco Finance Corporation

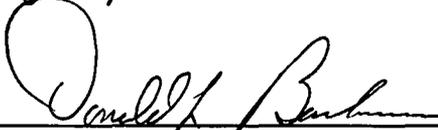
** Subject to lease from Sepcor, Inc.

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Amendment in Skokie, Illinois as of the day and year first above written.

DEBTOR:

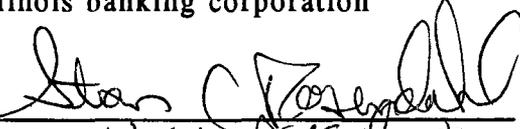
RELCO LOCOMOTIVES, INC.,
an Illinois corporation

By: 
Douglas Bachman, Vice President

ATTEST: 
Donald L. Bachman, Secretary

SECURED PARTY:

COMERICA BANK ILLINOIS,
an Illinois banking corporation

By: 
Its: V.C. Forehand

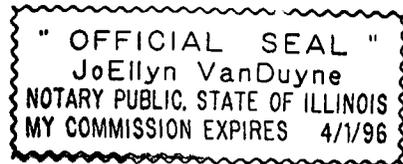
STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, JoEllyn Van Duyne, a Notary Public in and for the County and State aforesaid, do hereby certify that **Douglas Bachman** and **Donald L. Bachman**, personally known to me to be the same persons whose names are as Vice President and Secretary, respectively, of **Relco Locomotives, Inc.**, an Illinois corporation, subscribed to the foregoing instrument, appeared before me this day in person and acknowledged to me that they, being thereunto duly authorized, signed and delivered said instrument as their own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 26th day of May, 1993.

JoEllyn Van Duyne
Notary Public

My commission expires: 4/1/96



STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, Karen Smith, a Notary Public in and for the County and State aforesaid, do hereby certify that STAN C. ROSENDAHL, personally known to me to be the same person whose name is as VICE PRESIDENT of Comerica Bank Illinois, an Illinois banking corporation, subscribed to the foregoing instrument, appeared before me this day in person and acknowledged to me that he, being thereunto duly authorized, signed and delivered said instrument as his own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 26th day of May, 1993.

Karen Smith
Notary Public

My commission expires: _____



SCHEDULE A
TO
AMENDMENT TO EQUIPMENT MORTGAGE
AND
ASSIGNMENT OF LEASES/SECURITY AGREEMENT
DATED AS OF MAY 26, 1993

Specific Equipment

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