

WEINER, BRODSKY, SIDMAN & KIDER

ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N W, SUITE 800
WASHINGTON, D C 20005-4797
(202) 628-2000
TELECOPIER (202) 628-2011

RICHARD J ANDREANO, JR
JAMES A BRODSKY
JO A DeROCHE
CYNTHIA L GILMAN
ELLEN A GOLDSTEIN*
DON J HALPERN
CHRISTOPHER E KACZMAREK*
MITCHEL H KIDER
SHERRIL LEDNER
PAUL C OAKLEY*
BRUCE E PRIDDY*
MARK H SIDMAN
RUGENIA SILVER
HARVEY E WEINER
JOSEPH F YENOUSKAS

RECORDATION NO. 1746-E
FILED 1206
MAR 19 1996 9 15 AM

INTERSTATE COMMERCE COMMISSION

March 18, 1996

*NOT ADMITTED IN D C

BY HAND DELIVERY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed two originals and six copies of the document described below, to be recorded pursuant to Section 11305 of Title 49 of the U.S. Code.

This document is an amendment dated December 27, 1995, to the Security Agreement dated as of July 26, 1991, between the Twin Cities & Western Railroad Company and The First National Bank of Boston ("Amendment No. 5"). Amendment No. 5 adds certain newly acquired rolling stock to the security interests created by the Security Agreement and releases certain rolling stock identified in section 2 of Schedule 4(b), dated December 27, 1995.

The primary document to which this filing is connected was recorded under Recordation No. 17461.

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

Lender: The First National Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

Borrower: Twin Cities & Western Railroad Company
2925 12th Street East
Glencoe, Minnesota 55336

MAR 19 9 12 AM '96
INTERSTATE COMMERCE COMMISSION
RECEIVED

WEINER, BRODSKY, SIDMAN & KIDER, P.C.

A description of the equipment covered by the document follows:

Addition of locomotives identified as TCWR 600, TCWR 401 and TCWR 402.

Release of locomotives identified in Section 2 of Schedule 4(b) as TCWR 404; TCWR 405 and TCWR 406.

A fee of \$21.00 is enclosed. Please return an original and any extra copies not needed by the Commission for recordation to:

Jo A. DeRoche
Weiner, Brodsky, Sidman & Kider, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005

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

An amendment dated December 27, 1996, to the Security Agreement dated as of July 26, 1991, between the Twin Cities & Western Railroad Company and The First National Bank of Boston ("Amendment No. 5"), which adds certain locomotives to the security interest and releases certain locomotives from the security interest.

Also attached is an affidavit executed by the attorney-in-fact for Twin Cities & Western Railroad Company and appropriately notarized declaring that any copies transmitted herewith have been compared to the original and have been found to be complete and identical in all respects to the original document.

Very truly yours,

Twin Cities & Western
Railroad Company

By: 

Mark H. Sidman

Its Attorney and Agent in Fact

Enclosures

92114\001\tjad839.ltr

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

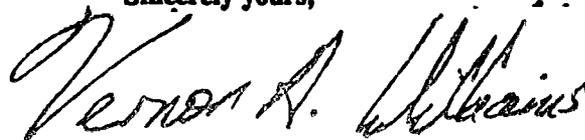
3/19/96

Mark H. Sidman
Weiner, Broksky, Sidman & Kider
1350 New York Avenue, NW, Ste. 800
Washington, DC., 20005-4797

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 3/19/96 at 9:15AM, and assigned recordation number(s). 17461- E.

Sincerely yours,

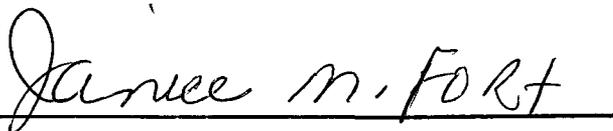


Vernon A. Williams
Secretary

Enclosure(s)

\$ 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. 5 TO SECURITY AGREEMENT
DATED AS OF JULY 26, 1991**

RECORDATION NO. 1746/17
FILED 1996
19 15 AM
INTERSTATE COMMERCE COMMISSION

AGREEMENT OF AMENDMENT, dated as of December 27, 1995 by and between Twin Cities & Western Railroad Company (the "Company"), a Minnesota corporation and The First National Bank of Boston, a national banking association, (the "Bank") as parties to that certain Amended and Restated Revolving Credit Agreement and Term Loan Agreement dated as of August 10, 1994 (the "Loan Agreement").

WHEREAS, the Company on the one hand, and the Bank, on the other hand, are parties to a Security Agreement dated as of July 26, 1991, as amended (the "Security Agreement").

WHEREAS, the Company and the Bank wish to add certain newly acquired Rolling Stock to the security interest created by the Security Agreement, and to release certain Rolling Stock from said security interest 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. Schedule 4(b) to the Security Agreement, which lists all Rolling Stock of the Company, is hereby amended by adding the Rolling Stock listed in Section 1 of Schedule 4(b) dated December 27, 1995 attached hereto and by deleting the Rolling Stock listed in Section 2 of said Schedule 4(b). Schedule 4(b) dated December 27, 1995 is an addition to and does not supersede any Schedule 4(b)'s filed previously.

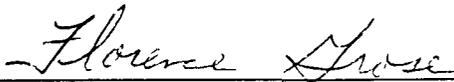
2. The Bank hereby releases its lien on and security interest in the Rolling Stock listed in Section 2 of Schedule 4(b) dated December 27, 1995.

THE FIRST NATIONAL BANK OF BOSTON

By: 

COMMONWEALTH OF)
MASSACHUSETTS) ss.
COUNTY OF Suffolk)

On this 13th day of MARCH, 1996, before me personally appeared Dexter Freeman, to me personally known, who, being by me duly sworn, says that he ~~she~~ is a Director of The First National Bank of Boston, and that he ~~she~~ is duly authorized to sign the foregoing instrument on behalf of said banking association, and he ~~she~~ acknowledges that the execution of the foregoing instrument was the free act and deed of banking association.


Notary Public

FLORENCE GROSE
Notary Public
My Commission Expires November 12, 1999

SCHEDULE 4(b)

December 27, 1995

Section 1
(added)

Locomotives - owned

Total

TCWR 600
TCWR 401
TCWR 402

3

Section 2
(released)

Locomotives - owned

TCWR 404
TCWR 405
TCWR 406

3