

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C

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

20006-2973

RECORDATION #

17786-A
FILED 1425

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156

JUL 29 1992 3 10 PM

July 29, 1992

INTERSTATE COMMERCE COMMISSION

16

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

17786-A

Dear Mr. Strickland:

MOTOR OFFICIALS
JUL 29 3 02 PM '92

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of an Addendum to Security Agreement dated as of July 27, 1992, 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 April 24, 1992, which was recorded with the Commission on April 30, 1992 under Recordation Number 17786.

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

Debtor: Montana Rail Link, Inc.
101 International Way
Missoula, Montana 59807

Secured Party: Bank of America National Trust
and Savings Association
Suite 3600
1230 Peachtree Street, N.E.
Atlanta, Georgia 30309

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

[Handwritten signatures and initials on the left margin]

Mr. Sidney L. Strickland, Jr.
July 29, 1992
Page Two

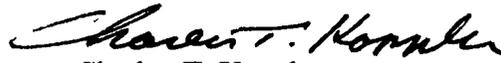
Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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 document to appear in the Commission's Index is:

Addendum to Security Agreement dated as of July 27, 1992 covering 250 fifty foot Boxcars bearing SOU marks (to be remarked MRL) and road numbers and 100 covered hoppers bearing MRL marks and road numbers 9000 to 9099.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

ADDENDUM TO SCHEDULE I TO SECURITY AGREEMENT:

- 100 Covered Hoppers Numbered MRL 9000 to MRL 9099
 250 50-Foot Boxcars owned by Montana Rail Link, Inc. (to be renumbered under MRL numbers)

Schedule A

Car Mark: SOU

14001	14139	14273	14469	14651	14848
14003	14142	14281	14470	14652	14849
14008	14147	14283	14472	14667	14851
14012	14149	14290	14477	14673	14854
14013	14150	14291	14494	14674	14857
14014	14153	14292	14495	14677	14868
14021	14155	14306	14496	14698	14883
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14037	14170	14316	14503	14718	14892
14040	14171	14320	14504	14719	14893
14042	14176	14324	14513	14721	14896
14043	14188	14334	14524	14723	14898
14048	14190	14338	14525	14727	14901
14051	14192	14340	14526	14735	14913
14055	14195	14343	14527	14738	14917
14057	14197	14346	14535	14739	14924
14061	14199	14354	14541	14743	14926
14062	14202	14356	14542	14744	14936
14065	14210	14359	14543	14745	14942
14069	14212	14361	14547	14751	14947
14077	14217	14378	14548	14757	14948
14078	14218	14384	14549	14759	14953
14079	14221	14393	14550	14767	14956
14084	14224	14396	14556	14768	14958
14089	14225	14402	14564	14771	14964
14092	14235	14412	14583	14776	14970
14093	14236	14418	14584	14779	14974
14100	14239	14423	14591	14780	14975
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14103	14243	14432	14605	14791	14980
14105	14250	14436	14608	14792	14983
14106	14255	14440	14616	14799	14988
14114	14257	14443	14621	14806	14994
14115	14258	14447	14622	14810	14999
14117	14260	14449	14623	14823	
14120	14261	14450	14626	14825	
14125	14265	14453	14630	14831	
14131	14268	14462	14631	14832	
14133	14269	14464	14635	14835	
14137	14270	14467	14636	14838	
	14272	14468	14643	14846	

Interstate Commerce Commission
Washington, D.C. 20423

7/29/92

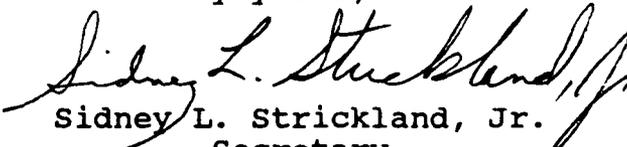
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th Street N.W.
Washington, D.C. 20006-2973

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 7/29/92 at 3:10pm, and assigned recordation number(s). 17786-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO 17786-A FILED 1425

JUL 29 1992-3 10 PM

ADDENDUM TO SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

This ADDENDUM is made as of July 27, 1992 to the Security Agreement dated as of April 24, 1992 (the "Security Agreement") by MONTANA RAIL LINK, INC., a Montana corporation ("Debtor"), in favor of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association (the "Bank").

WHEREAS, the Security Agreement was recorded at the offices of the Interstate Commerce Commission on April 30, 1992 under recordation number 17786; and

WHEREAS, the Debtor and the Bank 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 Bank agree that Schedule I to the Security Agreement is hereby amended by adding the attached Addendum to Schedule I thereto.

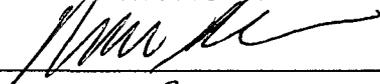
IN WITNESS WHEREOF, the parties hereto have caused this Addendum to Security Agreement to be executed and delivered by their duly authorized officers as of the date first above written.

MONTANA RAIL LINK, INC.

By: _____

Title _____

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

By: 

Title: V.P.

ADDENDUM TO SCHEDULE I TO SECURITY AGREEMENT:

- 100 Covered Hoppers Numbered MRL 9000 to MRL 9099
- 250 50-Foot Boxcars owned by Montana Rail Link, Inc. (to be renumbered under MRL numbers)

Car Mark: SOU

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14048	14190	14338	14525	14727	14901
14051	14192	14340	14526	14735	14913
14055	14195	14343	14527	14738	14917
14057	14197	14346	14535	14739	14924
14061	14199	14354	14541	14743	14926
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14089	14225	14402	14564	14771	14964
14092	14235	14412	14583	14776	14970
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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.

MONTANA RAIL LINK, INC.

By: 

Title Chief Financial Officer

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION

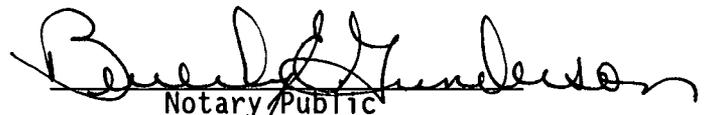
By: _____

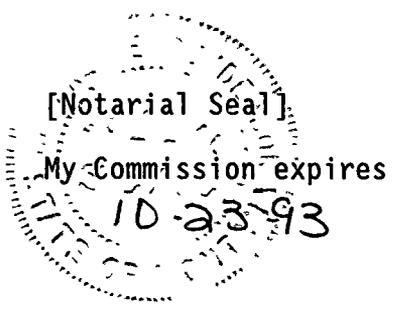
Title: _____

STATE OF Montana)
COUNTY OF Missoula)

SS.:

On this 27th day of July, 1992, before me personally appeared T.J. Walsh, to me personally known, who, being by me duly sworn, says that he is the CFO of MONTANA RAIL LINK, INC., a Montana corporation, that said instrument was signed on behalf of said corporation partnership 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.


Notary Public



ADDENDUM TO SCHEDULE I TO SECURITY AGREEMENT:

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