

RECORDATION NO. 22543-B FILED

SEP 17 '03 12:20 PM

SURFACE TRANSPORTATION BOARD

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

September 16, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to Security Interest, dated as of August 26, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Board under Recordation Number 22543.

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

Secured Party: LaSalle Business Credit, LLC (successor to
LaSalle Business Credit, Inc.), as Agent
135 South LaSalle Street
Chicago, Illinois 60603

Borrower: Keywell L.L.C.
11900 South Cottage Grove Avenue
Chicago, Illinois 60628

Mr. Vernon A. Williams
September 16, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

261 railcars:

20 cars KEYX 2000 - KEYX 2019

96 cars KEYX 3000 - KEYX 3095

25 cars KEYX 4000 - KEYX 4024

120 cars originally KEYX 5000 – KEYX 5119 of which 30
have renumbered as shown on the schedule attached hereto

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

Amendment No.1 to Security Interest.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

SCHEDULE 1-A

Description of Railcar Equipment

The Railcar Equipment includes rolling stock consisting of 261 railcars having car numbers as follows:

20 cars KEYX #2000 to #2019

96 cars KEYX #3000 to #3095

25 cars KEYX #4000 to #4024

120 cars originally KEYX #5000 to #5119 of which 30 have been renumbered as follows:

<u>Old 5000 Series Car No.</u>	<u>New 9000 Series Car No.</u>
5002	9002
5006	9006
5007	9007
5013	9013
5021	9021
5025	9025
5030	9030
5031	9031
5034	9034
5035	9035
5036	9036
5037	9037
5060	9060
5062	9062
5065	9065
5067	9067
5068	9068
5072	9072
5073	9073
5076	9076
5085	9085
5087	9087
5097	9097
5101	9101
5102	9102
5103	9103
5104	9104
5107	9107
5112	9112
5119	9119

SEP 17 '03 12-20 PM

AMENDMENT NO. 1 TO SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

WHEREAS, Keywell L.L.C. ("Keywell"), as Borrower, and LaSalle Business Credit, LLC, a Delaware limited liability company, successor by merger to LaSalle Business Credit, Inc., a Delaware corporation ("LaSalle"), as Agent, as Secured Party, entered into that certain Security Agreement, dated as of November 19, 1999 (the "Security Agreement"), a copy of which was duly filed with the Surface Transportation Board on November 22, 1999 at 11:30 a.m. under Recordation Number 22543; and

WHEREAS, under said Security Agreement, Keywell granted LaSalle a security interest in certain Railcar Equipment described in Schedule I attached thereto, including, but not limited to, one hundred and twenty (120) railcars identified as KEYX 5000 through KEYX 5119; and

WHEREAS, certain units of the Railcar Equipment have been renumbered; and

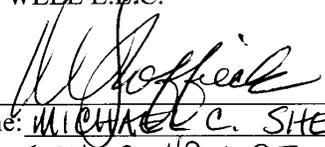
WHEREAS, Keywell purchased twenty (20) railcars identified as KEYX 2000 through 2019 and wishes to grant LaSalle a security interest in such Railcar Equipment;

NOW, THEREFORE, the parties hereto agree as follows:

1. The description of the Railcar Equipment in Schedule 1 to the Security Agreement is amended in its entirety as set forth on Schedule 1-A attached hereto.
2. Each reference to Schedule 1 in the Security Agreement shall be deemed to be a reference to Schedule 1 as amended by Schedule 1-A attached hereto, and each reference to the Railcar Equipment in the Security Agreement shall be deemed to be a reference to the railcars described on Schedule 1-A attached hereto.
3. Except as expressly amended hereby, the Security Agreement is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects.
4. This Amendment may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and either of the parties hereto may execute this Amendment by signing any such counterpart.

IN WITNESS HEREOF, the parties have executed and delivered this Amendment in one or more counterparts as of the 26th day of August, 2003.

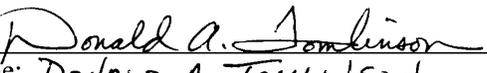
KEYWELL L.L.C.

By: 

Name: MICHAEL C. SHEFFLECK

Title: SENIOR VP + CFO

LASALLE BUSINESS CREDIT, LLC, a Delaware limited liability company, successor by merger to LaSalle Business Credit, Inc., a Delaware corporation

By: 

Name: DONALD A. TOMLINSON

Title: VICE PRESIDENT

STATE OF Illinois)
)SS
COUNTY OF Cook)

On this 27th day of August, 2003, before me personally appeared Michael Sheffieck, to me personally known, who being by me duly sworn, say that he is senior VP / CFO of Keywell L.L.C., that foregoing instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Karen Beninato
Notary Public

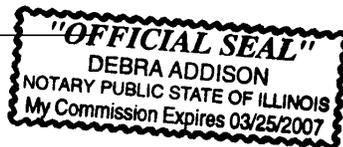
My commission expires: 10/25/06

STATE OF ILLINOIS)
)SS
COUNTY OF COOK)

On this 26th day of August, 2003, before me personally appeared Donald A. Tomlinson, to me personally known, who being by me duly sworn, say that he is a Vice President of LaSalle Business Credit, LLC, a Delaware limited liability company, successor by merger to LaSalle Business Credit, Inc., a Delaware corporation, that foregoing instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Debra Addison
Notary Public

My commission expires: _____



SCHEDULE 1-A

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