



INDIANA HARBOR BELT RAILROAD COMPANY

2721 - 161ST STREET, HAMMOND, IN 46323-1099

C. H. ALLEN
GENERAL MANAGER

HAMMOND
(219) 989-4703
FAX (219) 989-4707

May 7, 1997

Side Letter #2 (Crew Consist)

Mr. P.D. Drennan
General Chairman, UTU(y)
P.O. Box 3162
Lisle, Illinois 60532-3162

Dear Mr. Drennan:

This will confirm our understanding reached during our negotiations of the June 1, 1997 Agreement (Crew Consist), with respect to interpretation of the word "emergency" as used in the Crew Consist Agreement.

We adopt, as a general proposition, the definition of "emergency" as set forth in Webster's New World Dictionary, Second College Edition:

"Emergency....a sudden, generally unexpected occurrence or set of circumstances demanding immediate action."

Without attempting to set forth all or the many circumstances and events that would and/or would not constitute emergencies under that or any other general definition, the following are some practical examples of each:

A. EMERGENCIES

1. A derailment or other accident necessitating immediate action to protect persons and/or property.
2. Immediate action to avert accidents and obviate personal injuries and/or property damage.
3. Fire, storm, flood and other circumstances beyond the control of the Carrier that necessitate immediate action to protect persons and/or property.
4. When a radio becomes inoperable on a yard assignment but only for the length of time it takes to get an operable radio to the crew.

B. NOT EMERGENCIES

1. No operable radio available.
2. The need to perform work immediately, minus a condition such as those mentioned in A, above.

3. To clear a track for an inbound train, a transfer cut or other cut of cars.
4. To commence weighing cars.
5. To start humping a train or cut of cars.

This understanding shall be incorporated into and is made a part of this Agreement to the same extent as if included therein.

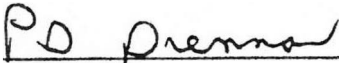
Please indicate your agreement by signing your name in the space provided below.

Very truly yours,



C.H. Allen
General Manager

I agree:



P.D. Drennan, General Chairman, UTU(y)