

WILMER, CUTLER & PICKERING

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WASHINGTON, D. C. 20006

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CABLE ADDRESS: WICRING LONDON

May 3, 1979

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MICHAEL L. BURACK
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A. DOUGLAS MELAMED
RICHARD W. CASS
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BARBARA S. WELLBERY
ALEXANDER F. WILES
ANN O. WILLIAMS
ROBERT G. WILSON
JUDITH BARRY WISH
ROGER M. WITTEN

EZEKIEL G. STODDARD
WILLIAM C. GIFFORD
COUNSEL

9-1234015
No. 9927
Date MAY 3 1979
Fee \$10.00
RECORDATION NO. 9927
MAY 3 1979 - 11 55 AM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Homme:
ICC Washington, D. C.

On behalf of North American Car Corporation, I submit for filing and recording under 49 USC § 11303(a) the enclosed executed counterparts of a Supplement dated as of April 19, 1979 to the Bailment Agreement and Assignment of Leases dated as of December 18, 1978 which document was recorded December 20, 1978 under Recordation No. 9927. The enclosed document should be recorded under Recordation No. 9927-L.

The parties to this transaction are:

North American Car Corporation
222 S. Riverside Plaza
Chicago, Illinois 60606

General Electric Credit and Leasing Corporation
260 Long Ridge Road
Stamford, Connecticut 06904

This Supplement adds the units of railroad equipment listed in attached Schedule A to the Assignment and assigns the leases referred to in attached Schedule B to the Assignment.

Once the filing has been made, please return to the bearer the stamped counterparts not required for filing purposes, together with the fee receipt and the letter from the Interstate Commerce Commission acknowledging the filing, and extra copies of this

FEE OPERATION BR.
I.C.C.

MAY 3 11 47 AM '79

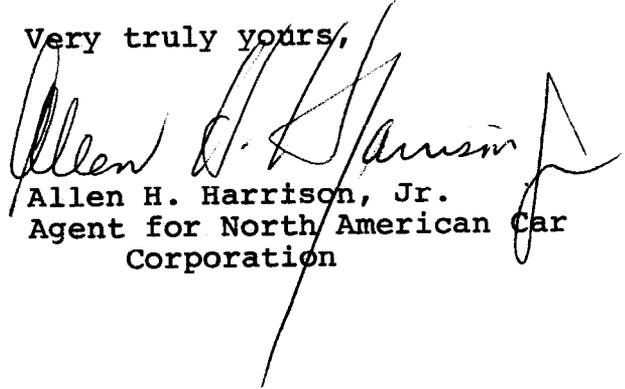
RECEIVED

Edward J. Solis

C. D. [Signature]

letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Allen H. Harrison, Jr.", written in dark ink. The signature is positioned above the typed name and extends to the right, crossing over the typed text.

Allen H. Harrison, Jr.
Agent for North American Car
Corporation

Mr. H. Gordon Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Encs.

BY HAND

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
4750 cu. ft. covered hopper cars, 100-ton trucks, LO	5	NAHX 481105-481109	481105-481109
4750 cu. ft. covered hopper cars, 100-ton trucks, LO	25	NAHX 480330-480347 NAHX 481143-481149	480330-480347 481143-481149
4750 cu. ft. covered hopper cars, 100-ton trucks, LO	50	NAHX 480050-480099	480050-480099

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (including AAR desi</u>
Car Leasing Agreement 2715 (dated 10/30/78) Rider 1 (dated 10/30/78)	NAHX 481105-481109	481105-481109	4750 cu. ft. covered hopper cars, 100-ton trucks, LO
Car Leasing Agreement 6960 (dated 9/24/75) Rider 21 (dated 3/1/79)	NAHX 480330-480347 NAHX 481143-481149	480330-480347 481143-481149	4750 cu. ft. covered hopper cars, 100-ton trucks, LO
Car Leasing Agreement 7788 (dated 11/20/72) Rider 12 (dated 10/31/78)	NAHX 480050-480099	480050-480099	4750 cu. ft. covered hopper cars, 100-ton trucks, LO

Interstate Commerce Commission
Washington, D.C. 20423

5/3/79

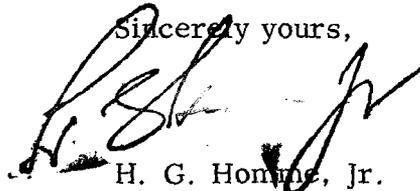
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer, Cutler & Pickering
1666 K St. ,N.W.
Washington, D.C. 20006

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 5/3/79 at 11:55am , and assigned recordation number(s). 9927-L

Sincerely yours,



H. G. Homme, Jr.
Secretary

Enclosure(s)

SE-30
(3/79)

SUPPLEMENT, dated as of April 19, 1979, to the
BALLMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of
December 18, 1978 (the "Assignment"), between GENERAL
ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation
("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware
corporation ("NACC"):

RECORDATION NO. 9927 FILED 1

WHEREAS, NACC and GECC desire to add the units of
railroad equipment referred to in Schedule A hereto (the
"Equipment") to the Assignment;

MAY 5 1979 - 11 55 A

INTERSTATE COMMERCE COMMISS

WHEREAS, NACC and GECC desire to assign the leases
referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual cov-
enants and promises contained herein and in the Assignment,
GECC and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by
reference in the Assignment are incorporated herein by reference
to the same extent as if set forth herein, except as herein
otherwise provided.

1.02. In the event of any discrepancy between the
provisions of this Supplement and the provisions of the
Assignment, the provisions of the Assignment shall control and
the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

2.01. The Assignment is hereby supplemented to
add the Leases and the Equipment covered in attached Schedules B and A,
respectively.

GAH

Article III. Representation and Warranties

3.01 The representations, warranties and covenants
of NACC in the Assignment are true and correct on and as of
the date hereof as though made on and as of this date.

IN WITNESS WHEREOF, NACC and GECC have executed
this Supplement as of this April 19, 1979.

NORTH AMERICAN CAR CORPORATION

By Harold Anderson

ATTEST:

Jean M. Sibley
ASSISTANT SECRETARY

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By Herman W. Gerte

ATTEST:

Harry S. Gier
ATTESTING SECRETARY

Herman W. Gerte
Senior Investment Officer

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 19th day of April, 1979, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administrative Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation 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.

Long Catalano

Notary Public

(Notarial Seal)

STATE OF)
 : SS.:
COUNTY OF)

On this day of , 19 , before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation 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

(Notarial Seal)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 19th day of April, 1979, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administrative Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation 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

(Notarial Seal)

STATE OF ~~CONNECTICUT~~)
 : SS.: *Stamford*
COUNTY OF ~~FAIRFIELD~~)

On this 20th day of April, 1979, before me personally appeared *Herman W. Gerte*, to me personally known, who, being by me duly sworn, says that he is a *Senior Investment Officer* of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation 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.

Joan A. Sayer

Notary Public

JOAN A. SAYER
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1981

(Notarial Seal)

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