



NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

October 8, 1979

9-289A244
OCT 16 1979
Fee \$ 10.00

Secretary
Interstate Commerce Commission
Washington, D.C. 29423.

RECORDATION NO. 9927 Filed 1425

OCT 15 1979 - 12 45 PM

Re: Section 11303 Filing: **Supplement** INTERSTATE COMMERCE COMMISSIONS of **DC Washington, D. C.**
October 8, 1979 ("Supplement") to the
Bailment Agreement and Assignment of Leases dated
as of December 18, 1978 ("Bailment Agreement"), by
and between North American Car Corporation ("Bailee")
and General Electric Credit and Leasing Corporation
("Bailor"). Recorded under Recordation No. 9927.

*Ms. Lee -
this one
10 -
9927-III*

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplements to the above described Bailment Agreement, between Bailee, 222 South Riverside Plaza, Chicago, Illinois 60606 and Bailor, P.O. Box 8300, 260 Long Ridge Road, Stamford, Connecticut 06904. The Bailment Agreement was recorded with the Interstate Commerce Commission at 11:20 a.m. on December 20, 1979, under Recordation No. 9927.

Under the Supplement and the Bailment Agreement, Bailee agrees to hold, lease, maintain and perform certain administrative and other services with respect to the equipment described in Schedule A (which equipment has been or is to be sold to Bailor) and assigns, transfers and sets over unto Bailor all of Bailee's right, title and interest, powers, privileges and other benefits in, but not its obligations under, the leases of such equipment described in Schedule B to such Supplement together with all amounts which may be received or credited to the account of Bailee in respect of mileage compensation from railroads using the equipment leased under such leases or any other sums received by or payable to Bailee from parties other than the lessee with respect thereto, all in accordance with the Supplement and the Bailment Agreement.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for the Bailment Agreement.

Susan Foster
[Signature]

FEE OF \$10.00
OCT 16 12 37 PM '79

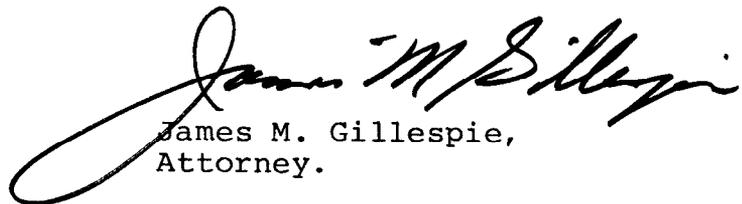
Secretary
Interstate Commerce Commission

Page Two.

Pursuant to the Commission's rules and regulations for the recording of certain documents, under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,


James M. Gillespie,
Attorney.

JMG/sgs
Enclosures.

SUPPLEMENT, dated as of October 8, 1979, to the BAILMENT 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. 987246
Filed 142
OCT 15 1979 - 12 45 PM
INTERSTATE COMMERCE COMMISSION

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

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 covenants 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 thereto.

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 8th day of October, 1979.

NORTH AMERICAN CAR CORPORATION

By Harold Jones

ATTEST:

James M. Sullivan

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By M. J. Kelly
Martin J. Kelly
Manager - Rail Financing

ATTEST:

R. E. Schaefer

ATTESTING SECRETARY

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

On this 8th day of October 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.

Debra A. Kelly
Notary Public

(Notarial Seal)

STATE OF Connecticut)
) SS.:
COUNTY OF Fairfield)

On this 15 day of October, 1979, before me personally appeared *Walter J. Kelly*, to me personally known, who, being by me duly sworn, says that he is a *Manager of Rail Finance* 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.

Walter J. Kelly
Notary Public

(Notarial Seal)

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
23,500 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	30	NATX 77211- 77220; 77277- 77296	77211- 77220; 77277- 77296

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 (in- cluding AAR des</u>
Car Leasing Agreement 1968-7 (dated 8/1/60), Rider 167 (dated 9/21/79)	NATX 77211- 77220; 77277- 77296	77211- 77220; 77277- 77296	23,500 gallon exterior coiled insulated tank cars, DOT 111A100W3, 100-ton trucks