



NORTH AMERICAN CAR CORPORATION

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

ROGER A. NOBACK
VICE PRESIDENT - LAW

February 28, 1978

RECORDATION NO. 9138B Filed & Recorded

Secretary
Interstate Commerce Commission
Washington, D.C. 20420 INTERSTATE COMMERCE COMMISSION

MAR 1 1978 -4 25 PM

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RECEIVED
CERTIFICATION UNIT

Re: Section 20c Filing: Amendment dated as of February 27, 1978 to Equipment Trust Agreement dated as of December 15, 1977, by and between North American Car Corporation ("North American") and Continental Illinois National Bank and Trust Company of Chicago, as Trustee.

Dear Mr. Secretary:

Enclosed for recording under section 20c of the Interstate Commerce Act are executed counterparts of the Amendment ("Amendment") dated as of February 27, 1978, to the Equipment Trust Agreement ("Agreement") dated as of December 15, 1977, by and between North American and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee"), 231 S. LaSalle Street, Chicago, Illinois 60693. The Agreement was recorded with the Interstate Commerce Commission at 10:00 a.m. on December 28, 1977, and was assigned Recordation No. 9138.

Under the Agreement and the Amendment, North American leases the equipment described therein from the Trustee in accordance therewith and assigns to the Trustee as security for North American's obligation under the Agreement all amounts due and payable under any sublease of the Equipment or any guaranty thereof.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10 as the recording fee for the Agreement and the Amendment.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 20c 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,

RAN/mjw
Enclosures

8-060A130
MAR 1 1978
Date
Fees \$ 10

Loise N. Harrell
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Interstate Commerce Commission
Washington, D.C. 20423

3/1/78

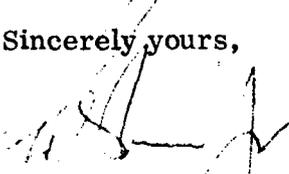
OFFICE OF THE SECRETARY

Roger A. NoBack
North American Car Corp.
222 South Riverside Plaza
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 3/1/78 at 4:25pm
and assigned recordation number(s) 9138-B

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

A M E N D M E N T

MAR 1 1978 -4 25 PM

INTERNATIONAL COMMERCE COMMISSION

Attachment B to the Equipment Trust Agreement ("Agreement") dated as of December 15, 1977, by and between North American Car Corporation ("Company") and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee") is hereby amended to add to such attachment the cars described in Exhibit 1 attached hereto.

Dated as of February 27, 1978.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION,

By [Signature]
Title VICE PRESIDENT

Attest:

[Signature]
Title ASSISTANT SECRETARY

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO,
Trustee

By [Signature]
Vice President

Attest:

(CORPORATE SEAL)
[Signature]
Trust Officer

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 18th day of ~~December~~ ^{February}, 1978, before me personally appeared John H. Rubel, to me personally known, who, being by me duly sworn, says that he is Vice President 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 on ~~December~~ ^{February}, 1978, 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.

Brian M. Waldron
Notary Public

My Commission Expires March 18, 1980

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 27th day of ~~December~~ ^{February}, 1978, before me personally appeared DONALD W. ALVIN, to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on ~~December~~ ^{February} 27, 1978, 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 such corporation.

Heyl Long
Notary Public

My Commission Expires December 6, 1981

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

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To Wit:

IN THE MATTER OF registration of an Equipment Trust Agree-
ment dated as of the 15th day of December, 1977 and made from
North American Car Corporation to Continental Illinois National
Bank and Trust Company of Chicago, as Trustee, for the purpose
of securing Equipment Trust Certificates, Second 1977 Series, of
North American Car Corporation.

I, John H. Rubel, of the City of Chicago, in the State of Illinois, MAKE OATH
AND SAY THAT:

I
AND S

1. I am an officer holding the office of Vice President of North American Car
Corporation, the mortgagor or assignor named in the annexed instrument containing a mortgage,
charge or assignment made by the said North American Car Corporation to Continental Illinois
National Bank and Trust Company of Chicago, as Trustee, and am aware of the circumstances
connected with the transaction and have a personal knowledge of the facts herein deposed to.

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2. The said instrument was executed by North American Car Corporation at the City of
Chicago, in the State of Illinois, on the February day of December, 1978.

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John H. Rubel

SWORN before me at the
City of Chicago in the
State of Illinois, February
the 18 day of December,
1978

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Brian M Waldner

A Notary Public in and for said County
in the State of Illinois. March 18, 1980
My Commission Expires

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STATE OF ILLINOIS }
COUNTY OF COOK } SS.:

To WIT:

IN THE MATTER OF registration of an Equipment Trust Agreement dated as of the 15th day of December, 1977 and made from North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, for the purpose of securing Equipment Trust Certificates, Second 1977 Series, of North American Car Corporation.

I, DONALD W. ALFVIN, of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Vice President of Continental Illinois National Bank and Trust Company of Chicago, the mortgagee, trustee or grantee named in the annexed instrument made from North American Car Corporation to the said Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument being the instrument containing the mortgage, charge or assignment was executed in good faith and for the purpose of securing payment of the Equipment Trust Certificates, Second 1977 Series, referred to therein and not for the mere purpose of protecting the chattels or book debts therein mentioned against the creditors of the mortgagor or assignor or preventing such creditors from obtaining payment of any claim against the mortgagor or assignor.

Donald W. Alfvin

SWORN before me at the
City of Chicago in the
State of Illinois, this

27th day of ^{February} ~~December~~, 1977

Harold Gray

A Notary Public in and for said County
in the State of Illinois. February 27, 1977
My Commission Expires



Exhibit 1

North American Car Corporation

Equipment Trust

Second 1977 Series

Description of Trust Equipment - Third Closing

<u>Quantity</u>	<u>Serial Numbers</u>	<u>A.R.R. Mechanical Designation Cars</u>	<u>Description</u>
1	72311	T-105	CLASS IIIA100W3, 100TON, 20,000 GAL. CAPACITY TANK CARS
2	72312-72313	T-105	SAME AS ABOVE
2	72322, 72328	T-105	SAME AS ABOVE
7	72326, 72327, 72329- 72333	T-105	SAME AS ABOVE
2	72334, 72335	T-105	SAME AS ABOVE
10	76988-76992, 76995, 76996, 76998, 77001, 77002		CLASS IIIA100W3, 100TON, 20,000 GAL. CAPACITY TANK CARS
4	77003, 77004, 77006, 77012	T-105	SAME AS ABOVE
5	77026, 77030, 77032-77034	T-105	SAME AS ABOVE