

5818-D



TIGER LEASING GROUP
November 30, 1978

5818-D
Date MAY 7 1979
COMMISSION Fee \$ 10.00

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Section 11303 Filing: Supplemental Agreement ("Supplement") dated as of June 1, 1978 to Equipment Trust Agreement ("Agreement") dated as of August 15, 1970, by and between North American Car Corporation (the "Company") and Harris Trust and Savings Bank ("Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are four executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission at 2:30pm on Sept. 4, 1970 and was assigned recordation number 5818.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Schedule A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Schedule I to the Supplement.

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

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 the enclosed counterparts

ROGER A. NOBACK
VICE PRESIDENT—LAW

NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4105 • TELEX 25-5222

Counterparts to W.A.H. Agreement

RECEIVED
MAY 9 28 24 1979
FEDERAL OPERATIONS
I.C.C.
BUREAU

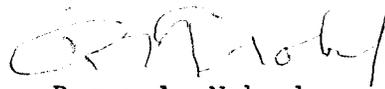
Secretary

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for record in your office and to return the remaining copies, 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,

A handwritten signature in dark ink, appearing to read "R. A. Noback", written in a cursive style.

Roger A. Noback

RAN:ss

Enclosures



TIGER LEASING GROUP

June 1, 1978

Harris Trust and Savings Bank,
as Trustee of the North American
Car Corporation Equipment and
Collateral Trust, Second 1970 Series
111 West Monroe Street
Chicago, Illinois 60690

Gentlemen:

Referring to Section 3.06 of the Equipment and Collateral Trust Agreement, dated as of August 15, 1970, between you, as Trustee and North American Car Corporation, a Delaware corporation, I have examined the Bill of Sale of said North American Car Corporation transferring title to you to the cars described in Exhibit A attached hereto, and the Certificate of Agent as to delivery of said cars.

I am of the opinion that said Bill of Sale and delivery are valid and effective to vest in you as Trustee as aforesaid, title to said cars free from all liens and encumbrances, other than those permitted pursuant to said Agreement.

Very truly yours,

RAN:dh
enc.

ROGER A. NOBACK
VICE PRESIDENT—LAW

NORTH AMERICAN CAR CORPORATION

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TIGER LEASING GROUP

June 1, 1978

Harris Trust and Savings Bank,
as Trustee of the North American
Car Corporation Equipment and
Collateral Trust, Second 1970 Series
111 West Monroe Street
Chicago, Illinois

Gentlemen:

Referring to Section 3.06 of the Equipment and Collateral Trust Agreement, dated as of August 15, 1970, between you, as Trustee and North American Car Corporation, an Illinois corporation, as Lessee, North American Car Corporation, a Delaware corporation, which succeeded by merger to said Illinois corporation and which has duly assumed all obligations of said Illinois Corporation under said Agreement, hereby agrees with you as follows:

1. The cars described in Exhibit I, which were a part of the Trust Equipment (as defined in said Agreement) have been destroyed or otherwise disposed of or became unsuitable and unnecessary for the use of the Company (hereinafter the "Released Cars") in accordance with the terms of said Agreement. The fair market value of the Released Cars immediately prior to such destruction or other such disposition is set forth in Exhibit I and is equal to any sale price thereof. By execution hereof the Trustee hereby releases and quitclaims over to North American any and all interest of the Trustee in and to the Released Cars set forth in Exhibit I under the Agreement.

2. The Released Cars have been replaced by the cars described in Exhibit A (the "Added Cars"), which have been delivered to North American, as lessee, are marked as required by Section 3.04 of said Agreement and have the fair market value set forth in Exhibit A which is less than the cost thereof.

3. All other cars constituting a part of the Trust Equipment at the date hereof are in existence and in interchange condition. In the case of any Trust Equipment repainted during the preceding year, the marking required by Section 3.04 of said Agreement has been preserved or repainted cars have again been marked as required by said Section.

4. The Trust Equipment has been insured against loss or damage in accordance with the terms of the Agreement.

The undersigned agent is hereby designated by you to accept delivery and certify as to the marking of cars and he hereby certifies to you that said Added Cars have been delivered to him as such agent.

North American herewith delivers to you (a) a bill of sale transferring title to you, as Trustee, to such replacement cars, and (b) the opinion

RAILCAR DIVISION • NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60666 U.S.A. • (312) 640-4300 • TELEX 253222

TIGER LEASING GROUP.

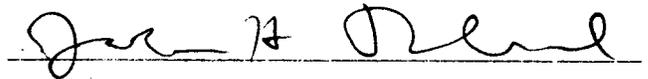
Harris Trust and Savings Bank,
as Trustee of the North American
Car Corporation Equipment and
Collateral Trust, Second 1970 Series
Page 2

of Counsel, as to your title to such Added Cars, both complying with the
requirement of said Agreement.

North American Car Corporation requests that you execute this
instrument in the space provided below, in consideration hereof, for the
purpose of constituting this instrument a Supplement to the Agreement. Said
Agreement shall continue in full force and effect except as amended
herein. To the extent the Agreement requires certification as to any of
the above items the signature of the officer named below shall constitute
such certification.

Very truly yours,

NORTH AMERICAN CAR CORPORATION





As Agent as aforesaid

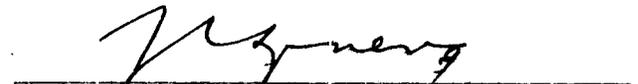
(Corporate Seal)

ATTEST:



Assistant Secretary

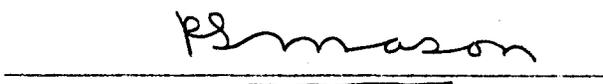
HARRIS TRUST AND SAVINGS BANK, TRUSTEE

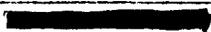


Vice President

(Corporate Seal)

ATTEST:




ASSISTANT SECRETARY

State of Illinois)
) SS:
County of Cook)

I Debra A. LaRue, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 9th day of June, 1978, John H. Kubel & R. Stoback known to me to be the Vice President and the Assistant Secretary, respectively of North American Car Corporation, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Debra A. LaRue
Notary Public

My Commission Expires: 4/3/82

State of Illinois)
) SS:
County of Cook)

I LAVETTIE C. SEAY, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 24th day of November, 1978, J. L. SPRENG and R. G. MASON, known ASSISTANT SECRETARY one of the Vice Presidents and one of the of Harris Trust and Savings Bank, of Chicago, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Lavettie C. Seay
Notary Public

My Commission Expires: NOVEMBER 29, 1980

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, the receipt whereof is hereby acknowledged, North American Car Corporation, a Delaware corporation, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver, unto Harris Trust and Savings Bank as Trustee of the North American Car Corporation Equipment and Collateral Trust Agreement, Second 1970 Series, the cars described in Exhibit A. hereto annexed, hereby warranting that it has good and valid title to said cars, free and clear of all liens and encumbrances whatsoever, other than leases as referred to in Section 3.05 of the Equipment and Collateral Trust Agreement, dated as of August 15, 1970, between Harris Trust and Savings Bank and North American Car Corporation, as successor Lessee.

TO HAVE AND TO HOLD the said cars unto the said Harris Trust and Savings Bank and its successors and assigns, forever.

IN WITNESS WHEREOF, North American Car Corporation has caused this instrument to be duly executed by its proper corporate officers thereunto duly authorized and its corporate seal to be hereto affixed and attested this 9th day of June, 1978.

NORTH AMERICAN CAR CORPORATION

BY

Gar H. Olmsted
Vice President

(Corporate Seal)

ATTEST:

B. D. W. H.
Assistant Secretary

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
REPLACEMENT CARS

EXHIBIT A

AGGREGATE FAIR MARKET VALUE OF REPLACEMENT CARS...\$280,721.22
AGGREGATE COST OF REPLACEMENT CARS.....\$234,738.80

<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>
18257	Class 111A100W3, 50 ton, 8,000 gallon capacity tank
19265 - 19268	Class 111A100W1, 50 ton, 8,000 gallon capacity tanks
20140	Class 111A100W1, 100 ton, 20,000 gallon capacity tank
21283 - 21290	Class 111A100W1, 90 ton, 20,000 gallon capacity tanks

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
RELEASED CARS

EXHIBIT I

AGGREGATE FAIR MARKET VALUE OF RELEASED CARS.....\$233,200.00

<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>
4310	Class LU, 70 ton, all door car
34624, 34636	Class 112A340W, 100 ton 34,000 gallon capacity tank
34661, 34663	
34675, 34683	
34687, 34695	