Supplement to the Mortgage and to the Assignment of Leases

North American Finance Leasing, Inc. (the "Company") does hereby pledge, mortgage, and grant a security interest unto North American Car Corporation, a Delaware Corporation (the "Secured Party") in and to the railroad cars described in the Schedule attached hereto.

The Company hereby assigns to the Secured Party all its right, title, and interest in, to and under the following Leases, pursuant to and subject to the terms and conditions of the Assignment of Leases referred to above:

Date of Lease	Lessee	Equipment Leased	Term of Lease	Monthly Rental

See Schedule A attached hereto.

RECORDATION NO. 7751 Filed & Recorded

FEB 7 1975 -10 10 AM

INTERSTATE COMMERCE COMMISSION

The Company hereby certifies that it has complied with all the terms and conditions of said Assignment of Leases, and that all representations and warranties contained in said Assignment are true and correct as of the date hereof.

This Supplemental Mortgage and Assignment of Leases is issued pursuant to and is governed by the terms and provisions of that certain Equipment Mortgage and Assignment of Leases dated December 18, 1974 among the Company and the Secured Party and filed under §20(c) of the Interstate Commerce Act on December 24, 1974 at 12:05 P.M. as Document Number 7751.

[CORPORATE SEAL]

ATTEST:

Assistant Secretary

North American Finance Leasing, Inc.

By

Title Vice President

STATE OF
COUNTY OF } SS:

On this 5th day of February, 1975 before me personally appeared Martin A. Lynch to me personally known, who being by me duly sworn says that he is the VICE PRESIDENT of North American Finance Leasing, Inc. that the seal affixed to the foregoing instrument is the corporate seal of said corporation, 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

[SEAL]

My commission expires

SCHEDULE A

Date of Lease	Lessee	Equipment Leased	Term of Lease	Monthly Rental
6/74	Valley Nitrogen	2578-2579	5 yrs.	$234.00
5/74	Carnation Company	11808	5 yrs.	$421.50
6/74	Engelhard Mineral & Chemical	14614-14630	15 yrs.	$277.00
7/74	Rohm & Haas	25779-25783	10 yrs.	$346.50
	Not Leased	25784-25788		
	Not Leased	28252		
6/74	Grain Processing	29650-29659	15 yrs.	$255.00
6/74	National Starch	29660	5 yrs.	$268.00
	Not Leased	29661-29662		
1/75	Irving Oil	29663	5 yrs.	$566.00
10/74	Potash Company of America	56675-56690	6 mos.	$245.00
5/74	Westvaco	58419-58422	15 yrs.	$362.00
6/74	National Starch	72108-72112	12 yrs.	$336.50
7/74	Union Oil	72150-72159	5 yrs.	$273.00
3/74	Exxon Chemical	73381-73386	5 yrs.	$285.00
5/74	Minnesota Mining & Mfg.	76530-76542	5 yrs.	$285.00
10/74	Monsanto Canada	78405-78410	5 yrs.	$375.00
	Not Leased	78411		
	Not Leased	81063-81067		
1/75	Gulf Oil	81104-81108	5 yrs.	$361.50

SCHEDULE A

Date of Lease	Lessee	Equipment Leased	Term of Lease	Monthly Rental
6/74	Johnson & Johnson	93314-93318	7½ yrs.	$360.75
	Vulcan Materials	93319-93323	15 yrs.	$311.00
	Not Leased	93324-93330		
1/75	Johnson & Johnson	93331-93332	10 yrs.	$382.00
	Not Leased	93333-93334		
	Not Leased	525025-525033		
1/75	Richardson Company	525058	5 yrs.	$332.50