

Amended
6843 A

RECORDED NO. 6843 A
INDEXED & RECORDED

AUG 23 1974 3:30 PM

MODIFICATION AGREEMENT

INTERSTATE COMMERCE COMMISSION

This Modification Agreement dated this 3rd day of June
, 1974, by and between NORTH AMERICAN CAR CORPORATION, a
corporation duly organized and existing under and by virtue of
the laws of the State of Delaware (hereinafter called the
"Company"), party of the first part, NORTH AMERICAN CAR
(CANADA) LIMITED (hereinafter called the "Guarantor"), party of
the second part, NORTH AMERICAN FINANCE LEASING, INC., a
corporation duly organized and existing under and by virtue of
the laws of the State of Delaware, an affiliate of the Company
(hereinafter called the "Affiliate"), party of the third part,
and HARRIS TRUST AND SAVINGS BANK, a corporation duly organized
and existing under and by virtue of the laws of the State of
Illinois (hereinafter referred to as the "Trustee"), party of
the fourth part;

W I T N E S S E T H:

WHEREAS, the Company, Guarantor and Trustee have hereto-
fore on the 1st day of November, 1972, executed a certain Indenture
of Mortgage and Deed of Trust (hereinafter called the "Indenture");
and

WHEREAS, the Company, Guarantor and Trustee have hereto-
fore, on the 29th day of December, 1972, executed a certain
Correction Agreement (hereinafter called "Correction Agreement")
making the following changes in the Indenture:

<u>Number of Cars</u>	<u>Serial Number Cars</u>	<u>Lessee</u>
Page 95, the line 10	which reads in part 70250-70259	Weldwood of Canada Limited
is hereby amended to read 10	4612-4621	Weldwood of Canada Limited
Page 95, the line 5	which reads in part 80015-80019	Lignum Ltd
is hereby amended to read 5	4607-4611	Lignum Ltd

Page 96, the line which reads in part
2 48810,48817

Illinois Central Railroad
Company

is hereby amended to read
2 48816,48823

Illinois Central Railroad
Company

Page 99, the line which reads in part
41470,49473

is amended to read
49470,49473

Page 100, the line which reads in part
49396,49405,49409

is amended to read
49396,49399,49405,49409

WHEREAS, The Company, Guarantor, Affiliate and Trustee on the 8th day of February, 1974 executed a First Supplemental Indenture of Mortgage and Deed of Trust supplemental to said Indenture (hereinafter called "First Supplemental Indenture").

WHEREAS, said First Supplemental Indenture did not recite the execution of the Correction Agreement, and Schedule I, describing railroad cars constituting a part of Mortgaged Equipment, annexed to and forming a part of First Supplemental Indenture, did not reflect the changes made by the Correction Agreement.

Now, therefore, in consideration of the premises the parties hereto hereby modify said Schedule I annexed to and forming a part of said First Supplemental Indenture to make the following changes:

<u>Number of Cars</u>	<u>Serial Number Cars</u>	<u>Lessee</u>
Page 95, the line which reads in part 10	70250-70259	Weldwood of Canada Limited
is hereby amended to read 10	4612-4621	Weldwood of Canada Limited
Page 95, the line which reads in part 5	80015-80019	Lignum Ltd
is hereby amended to read 5	4607-4611	Lignum Ltd
Page 96, the line which reads in part 2	48810,48817	Illinois Central Railroad Company
is hereby amended to read 2	48816,48823	Illinois Central Railroad Company
Page 99, the line which reads in part 41470,49473		
is amended to read 49470,49473		
Page 100, the line which reads in part 49396,49405,49409		
is amended to read 49396,49399,49405,49409		

In all other respects, the provisions of said First Supplemental Indenture remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Company, the Guarantor, the Affiliate 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 hereto affixed as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By *W. J. ...*
VP Finance

ATTEST:

Kenneth J. ...

NORTH AMERICAN CAR (CANADA) LIMITED

By *W. J. ...*

ATTEST:

Kenneth J. ...

NORTH AMERICAN FINANCE LEASING, INC.

By *W. J. ...*

ATTEST:

Kenneth J. ...

HARRIS TRUST AND SAVINGS BANK, TRUSTEE

By *J. ...*
Vice President

ATTEST:

R. Mason
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 3rd day of June, 1974 before me personally appeared M A Lynch and Kenneth J. Petrus, to me personally known, who being by me duly sworn say that they are a Vice President and the Secretary, respectively, 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 June 3, 1974 signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice R. Noble
Notary Public

My Commission Expires: 3/16/75

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 3rd day of June, 1974 before me personally appeared M A Lynch and Kenneth J. Petrus, to me personally known, who being by me duly sworn say that they are a Vice President and the Secretary, respectively, of North American Finance Leasing, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on June 3, 1974, signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice R. Noble
Notary Public

My Commission Expires: 3/16/75

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 16th day of AUGUST before me personally appeared J. L. SPRENG and R. G. MASON, to me personally known, who being by me duly sworn say that they are a Vice President and the Secretary, respectively, of Harris Trust and Savings Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said Bank and that said instrument was on AUGUST 16, 1974, signed and sealed on behalf of said Bank by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

J. M. Moennich
Notary Public

My Commission Expires: SEPTEMBER 2, 1975

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 3rd day of June, 1974 before me personally appeared M. L. Lynch and Renneth J. Peterson, to me personally known, who being by me duly sworn say that they are a Vice President and the Secretary, respectively, of North American Car (Canada) Limited, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on June 3, 1974, signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Allen R. Noble
Notary Public

My Commission Expires: 3/16/75