



NORTH AMERICAN CAR CORPORATION

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

RECORDATION NO. 10562

JUL 2 1979 - 12 25 PM

July 2, 1979

RECORDATION NO. 10562

JUL 2 1979 - 12 25 PM

Secretary INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION Washington, D.C.

RE: Filing of Equipment Mortgage dated as of June 29, 1979, ("Mortgage"), a supplement thereto, dated as of June 29, 1979 (the "Supplement") between North American Car (Canada) Ltd. (the "Company") 222 South Riverside Plaza, Chicago, Illinois, and North American Car Corporation (the "Mortgagee"), 222 South Riverside Plaza, Chicago, Illinois, and an Assignment of Mortgage, dated as of June 29, 1979 (the "Assignment") from the Mortgagee to Bankers Trust Company ("Assignee"), 280 Park Avenue, New York, New York.

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INTERSTATE COMMERCE COMMISSION

Dear Secretary:

Enclosed for recording under the Interstate Commerce Act are five executed counterparts of the above described Mortgage, Supplement, and Assignment. Under the Mortgage and the Supplement, the Company encumbers the railcars and leases thereof described on the Supplements to the Mortgage in favor of the Mortgagee, pursuant to the terms of the Mortgage, and to secure the indebtedness described therein. Under the Assignment, the Mortgagee assigns its rights under the Mortgage to the Assignee, to secure indebtedness of the Mortgagee to the Assignee.

Also enclosed are checks, payable to the Interstate Commerce Commission, in the amounts of \$50.00 and \$10.00 as the recording fees for the Mortgage and the Supplement, respectively, and a check in the amount of \$10.00 as the recording fee for the Assignment.

Pursuant to the Commission's rules and regulations for the recording of certain documents under the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts of each document 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.

Yours very truly,

James M. Gillespie
James M. Gillespie
Attorney

FEE OPERATION BR.
I.C.C.

JUL 2 12 15 PM '79

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RECORDATION NO. 10562 Filed 1425

JUL 2 1979 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

Supplement

to Equipment Mortgage and Assignment of Leases

This Supplement to Mortgage and Assignment of Leases (the "Supplement") is issued pursuant to and is governed by the terms and provisions of that certain Equipment Mortgage and Assignment of Leases dated as of June 29, 1979, between North American Car (Canada), Ltd. (the "Borrower") and North American Car Corporation ("NAC"), Mortgagee thereunder, which Mortgage was filed under Section 11303 of the Interstate Commerce Act on July 2, 1979 at 12:25 PM as document number 10562.

The Borrower does hereby pledge, mortgage and grant a security interest in favor of NAC in and to the railroad cars described in the Schedule attached hereto.

The Borrower does hereby pledge, mortgage, assign and grant a security interest in favor of NAC in and to all its right, title and interest under the leases of the equipment described in the Schedule attached hereto.

Executed this 29th day of June, 1979.

CORPORATE SEAL

Limited

NORTH AMERICAN CAR (CANADA), ~~LTD.~~

ATTEST

James M. Silby

BY [Signature]

Its Vice President

State of Illinois)
) SS.
County of Cook)

On this 29th day of June, 1979 before me personally appeared Ra Grotzsch, to me personally known, who being by me duly sworn says that he is the V.P. of North American Corp (Canada) Ltd. 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.

Debra A Kelly
Notary Public

SEAL

My commission expires My Commission Expires Feb. 23, 1983.

SCHEDULE

To be attached to and to become a part of that certain Supplement to Equipment Mortgage and Assignment of Leases by and between North American (Canada) Ltd. and North American Car Corporation dated June 29, 1979, pursuant to the terms of said Mortgage and Assignment.

Quant	Serial Numbers	LESSEE	DATE OF LEASE	LEASE TERM	DESCRIPTION
1	21355	C.F. INA	10-77	3 YRS	TANK
2	22009, 23009	PACIFIC PETROLEUM LTD.	11-74	5 YRS	TANK
2	23001, 23004	POLYSAR LTD.	7-77	5 YRS	TANK
2	23 002, 23007	UNION CHEMIE CANADA LTD.	6-69	10 YRS	TANK
3	22003, 22005-22006	UNION CHEMIE CANADA LTD.	11-75	5 YRS	TANK
1	22008	CANADIAN NATIONAL RAILWAY	12-77	12 YRS	TANK
4	26290, 27466-27407, 27260	GENSTAR CHEMICAL LTD.	3-79	6 MOS	TANK
10	33000-33001, 33003-33010	CANADIAN IND. LTD.	12-77	10 YRS	TANK
1	33011	SHELL CANADA LTD.	2-69	15 YRS	TANK
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