

WILMER, CUTLER & PICKERING

1666 K STREET, N. W.  
WASHINGTON, D. C. 20006

CABLE ADDRESS: WICRING WASH., D. C.  
INTERNATIONAL TELEX: 440-239  
TELEX: 89-2402  
TELEPHONE 202 872-6000

EUROPEAN OFFICE

5 CHEAPSIDE

ROYDON EC2V 6AA, ENGLAND

TELEPHONE 01-236-2401

TELEX: 851 883242

CABLE ADDRESS: WICRING LONDON

April 6, 1979

9-096A027

APR 06 1979

Date APR 06 1979  
Fee \$ 10.00

ICC Washington, D.C.

LLOYD N. CUTLER  
JOHN H. PICKERING  
HUGH R. N. SMITH  
J. ROGER WOLLENBERG  
CHARLES C. GLOVER, III  
MARSHALL HORNBLLOWER  
HENRY T. RATHBUN  
REUBEN CLARK  
SAMUEL J. LANAHAN  
A. A. SOMMER, JR.  
WILLIAM R. PERLIK  
SAMUEL A. STERN  
ARNOLD H. LERMAN  
ROBERT P. STRANAHAN, JR.  
MAX O. TRUITT, JR.  
JOEL ROSENBLUM  
HOWARD P. WILLENS  
ANDREW T. A. MACDONALD  
ROBERT A. HAMMOND, III  
ARTHUR Z. GARDINER, JR.  
DANIEL K. MAYERS  
TIMOTHY B. DYK  
DAVID R. ANDERSON  
J. RODERICK HELLER, III  
ARTHUR F. MATHEWS

JAMES S. CAMPBELL  
DENNIS N. FLANNERY  
JAMES ROBERTSON  
RAYMOND C. CLEVINGER, III  
LOUIS R. COHEN  
MICHAEL R. KLEIN  
STEPHEN A. WEISSWASSER  
TIMOTHY N. BLACK  
SALLY KATZ  
F. DAVID LAKE, JR.  
PAUL J. NODE, JR.  
STEPHEN F. LAMON  
C. BOYDEN GRAY  
RONALD J. GREENE  
JAY F. LAMON  
GARY D. WILSON  
C. LORING JETTON, JR.  
WILLIAM T. LAKE  
MICHAEL L. BURACK  
MICHAEL S. HELFER  
NEIL J. KING  
ROBERT B. McCAW  
A. DOUGLAS MELAMED  
RICHARD W. CASS  
WILLIAM J. KOLASKY, JR.

JUDITH BAILEY  
DAVID H. BECKER  
HELEN I. BENDIX  
SHEILA BIHARY  
ALAN H. BLANKENHEIMER  
SUSAN LOW BLOCH  
STEWART A. BLOCK  
ALAN N. BRAVERMAN  
LYNN BREGMAN  
DANIEL L. BRENNER  
RICHARD G. BURT  
LYNDA L. BUTLER  
GEORGE F. CARPINELLO  
JAMES E. COLEMAN, JR.  
JOHN F. COONEY  
MICHELE B. CORASH  
MARY CAROLYN COX  
JUANITA A. CROWLEY  
SETH A. DAVIDSON  
MARIE N. DOLAND  
PATRICIA D. DOUGLASS  
STEPHEN P. DOYLE  
CAROL H. FISHMAN  
NANCY C. GARRISON  
MARK L. GERCHICK  
CORNELIUS J. GOLDEN, JR.  
EDWARD T. HAND  
ALLEN H. HARRISON, JR.  
JOHN H. HARWOOD II  
A. STEPHEN HUT, JR.  
DAVID R. JOHNSON  
JAMES T. KILBRETH, III  
PAUL S. KOFFSKY

CANDACE S. KOWACIC  
GERALD J. LAPORTE  
J. STEPHEN LAWRENCE, JR.  
HENRY D. LEVINE  
CHRISTOPHER R. LIPSETT  
ROBERT A. MAJOR, JR.  
BRUCE MAXIMOV  
MAURY J. MECHANICK  
LOWELL B. MILLER  
WILLIAM J. PERLSTEN  
JOAN S. POWERS  
PHILLIP L. RADOFF  
CLAUDIA RIBET  
WILLIAM R. RICHARDSON, JR.  
RENÉ TOWNSEND ROBINSON  
JOHN ROUNSAVILLE, JR.  
MICHAEL S. SCHOOLER  
GAIL F. SCHULZ  
KAREN KOSEK SCHWARTZ  
ELIZABETH A. SNYDER  
ARTHUR B. SPITZER  
LYMAN F. SPITZER  
ALAN B. STERNSTEIN  
STUART S. TAYLOR, JR.  
ANDREW N. VOLLMER  
ARTHUR M. WEISBURD  
CAROL DRESCHER WEISMAN  
BARBARA S. WELLBERY  
ALEXANDER F. WILES  
ANN O. WILLIAMS  
ROBERT G. WILSON  
JUDITH BARRY WISH  
ROGER M. WITTEN

EZERIEL G. STODDARD  
WILLIAM C. GIFFORD  
COUNSEL

Dear Mr. Homme:

On behalf of North American Car Corporation, I submit for filing and recording under 49 USC § 11303(a) the enclosed executed counterparts of a Supplement dated as of February 26, 1979 to the Bailment Agreement and Assignment of Leases dated as of December 18, 1978 which document was recorded December 20, 1978 under Recordation No. 9927. The enclosed document should be recorded under Recordation No. 9927-F.

The parties to this transaction are

North American Car Corporation  
222 S. Riverside Plaza  
Chicago, Illinois 60606

General Electric Credit Corporation  
260 Long Ridge Road  
Stamford, Connecticut 06904

The aforesaid Supplement is filed to correct a minor omission in the Supplement recorded March 19, 1979 under Recordation 9927-D wherein the copy filed did not have the execution by General Electric Credit and Leasing Corporation attested.

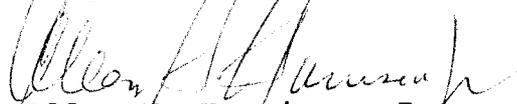
The equipment covered in this Supplement is identical to the equipment covered in the Supplement recorded under 9927-D and is found listed in Schedules A and B thereto.

*Copy del. to [unclear]*  
*[unclear]*

RECORDED  
APR 11 1979

Once the filing has been made, please return to the bearer the stamped counterparts not required for filing purposes, together with the fee receipt and the letter from the Interstate Commerce Commission acknowledging the filing, and extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.  
Agent for North American Car  
Corporation

Mr. H. Gordon Homme, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Encs.

BY HAND

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

4/6/79

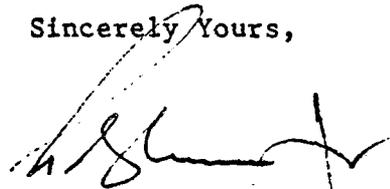
OFFICE OF THE SECRETARY

Allen B. Harrison, Jr.  
Wilmer, Cutler & Pickering  
1666 K Street, N.W.  
Washington, D.C. 20006

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 4/6/79 at 11:50am and assigned recordation number(s) 9927-F

Sincerely Yours,



H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

SUPPLEMENT, dated as of February 20, 1979, to the BAILMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of December 18, 1978 (the "Assignment"), between GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation ("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("NACC"):

WHEREAS, NACC and GECC desire to add the units of railroad equipment referred to in Schedule A hereto (the "Equipment") to the Assignment;

WHEREAS, NACC and GECC desire to assign the leases referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual covenants and promises contained herein and in the Assignment, GECC and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by reference in the Assignment are incorporated herein by reference to the same extent as if set forth herein, except as herein otherwise provided.

1.02. In the event of any discrepancy between the provisions of this Supplement and the provisions of the Assignment, the provisions of the Assignment shall control and the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

2.01. The Assignment is hereby supplemented to add the Leases and the Equipment thereto.

Article III. Representation and Warranties

3.01 The representations, warranties and covenants of NACC in the Assignment are true and correct on and as of the date hereof as though made on and as of this date.

IN WITNESS WHEREOF, NACC and GECC have executed this Supplement as of this February 26, 1979.

NORTH AMERICAN CAR CORPORATION

By Harold W. Jones

ATTEST:

Jean M. Silge  
ASSISTANT SECRETARY

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By Robert J. Novak

ATTEST:

Harry S. Hill

RECORDATION NO. 997  
APR 6 1979 - 11 50 AM  
FILED 1425  
STATE COMMISSION



SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
20,000 gallon, interior-coiled, non-insulated tank cars, DOT111A 100W1, 100 ton trucks	11	NATX 73635-73645	73635-73645
30,000 gallon, non-coiled, non- insulated tank cars, DOT111A100 W1, 100 ton trucks	6	NATX 29246-29251	29246-29251
4750 Cubic foot covered hopper cars, 100 tons trucks, LO	225	TRC 1001-1225	480400-480529 480575-480649
4650 Cubic foot covered hopper cars, 100 ton trucks, LO	125	TRC 1226-1350	465000-465124

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>(ICC Recordation Number)*</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equip (includi AAR desi</u>
Car Leasing Agreement 3821-2 (dated 5/21/71) Rider 12 (dated 1/23/79)		NATX 73635-73645	73635-73645	20,000 g interio- coiled, insulat tank car DOT111A1 100 ton trucks.
Car Leasing Agreement 1968-7 (dated 8/1/60) Rider 161 (dated 2/9/79)		NATX 29246-29251	29246-29251	30,000 g non-coil non-insu tank car DOT 111A 100 ton trucks
Car Leasing Agreement 4899-0 (dated 8/29/79): Rider 1 (dated 8/29/79) Rider 2 (dated 8/29/79)		TRC 1226-1350  TRC 1001-1225	465000-465124  480400-480529; 480575-480649	4650 cu' foot co hopper 100 ton trucks, LO  4750 cu' foot co hopper 100 ton trucks, LO