



NORTH AMERICAN CAR CORPORATION

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

RECORDATION NO. 9927-N MAY 10, 1979.
Fees 1425

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

MAY 16 1979 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

NO. 10084816
Date MAY 16 1979
Fee \$ 30.00
ICC Washington, D. C.

Re: Section 11303 Filing: Amendment dated as of May 6, 1979, ("Amendment") to a Supplement dated as of February 26, 1979, to the Bailment Agreement and Assignment of Leases dated as of December 18, 1978 ("Bailment Agreement"), by and between North American Car Corporation ("Bailee") and General Electric Credit and Leasing Corporation ("Bailor").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above-described Amendment to the above described Supplement to the above-described Bailment Agreement, between Bailee, 222 South Riverside Plaza, Chicago, Illinois 60606 and Bailor, P.O. Box 8300, 260 Long Ridge Road, Stamford, Connecticut 06904. The Bailment Agreement was recorded with the Interstate Commerce Commission at 11:20 a.m. on December 20, 1978, as Document No. 9927. The Supplement was recorded with the Interstate Commerce Commission on March 19, 1979, as Document No. 9927-D and on April 6, 1979, as Document No. 9927-F.

The Amendment amends the Schedules appended 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 Bailment Agreement.

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 each of the enclosed counterparts for record in you office and to return the remaining counterparts together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

FEE OPERATION BR.
I.C.C.

MAY 16 1 42 PM '79

RECEIVED

Very truly yours,

James M. Gillespie,
Attorney.

JMG/sgs

Charles E. Bryant

RECORDATION NO. 9927-1
MAY 16 1979 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT, dated as of May 6, 1979, to the Supplement dated as of February 26, 1979, and recorded with the Interstate Commerce Commission on March 19, 1979, as document No. 9927-D, and on April 6, 1979, as document No. 9927-F, (the "Supplement" 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 amend the aforesaid Supplement;

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 Amendment and the provisions of the Assignment, the provisions of the Assignment shall control and the provisions hereof are expressly made subject thereto.

Article II. Amendment of Supplement

2.01. Schedules A and B to the Supplement are hereby amended to respectively be and read in their respective entireties as set forth in Schedules A and B hereto.

2.02. In all other respects, and except as expressly herein provided, the Supplement and the Assignment shall remain unchanged and in full force and effect.

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 Amendment as of this sixth day of May, 1979.

NORTH AMERICAN CAR CORPORATION

By Harold Jones

ATTEST:

James M. Dileggi
ATTEST:

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By Herbert H. Gerte
Senior Investment Officer

ATTESTING SECRETARY

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this *9th* day of *May* 1979, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administrative Services 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 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.

Jerry Catalano

Notary Public

(Notarial Seal)

STATE OF *Connecticut*)
) SS.:
COUNTY OF *Fairfield*)

On this *14* day of *May*, 1979, before me personally appeared *H W Gede*, to me personally known, who, being by me duly sworn, says that he is a *Senior Investment Officer* of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and 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.

Jon A. Sayp

Notary Public

(Notarial Seal)

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-ton trucks, LO	225	TRC 1001-1225	480400-480549 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>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (including AAR design)</u>
Car Leasing Agreement 3821-2 (dated 5/21/71) Rider 12 (dated 1/23/79)	NATX 73635-73645	73635-73645	20,000 gallon interior coiled, non-insulated tank cars, DOT111A100W1 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 gallon non-coiled, non-insulated tank cars, DOT111A100 100-ton trucks
Car Leasing Agreement 8532-1 (dated 8/29/79) Rider 1 (dated 8/29/79) 8/29/78 Rider 2 (dated 8/29/79) 8/29/78	<i>C.V.</i> TRC 1226-1350 TRC 1001-1225	465000-465124 480400-480549 480575-480649	4650 cubic foot covered hopper cars, 100-ton trucks, LO 4750 cubic foot covered hopper cars, 100-ton trucks, LO