



NORTH AMERICAN CAR CORPORATION

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

May 10, 1979.

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

RECORDATION NO. 9927-0
Filed 1425

MAY 16 1979 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

Re: Section 11303 Filing: Amendment dated as of May 7, 1979, ("Amendment") to a Supplement dated as of March 12, 1979, ("Supplement"), 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 April 5, 1979, as Document No. 9927-E.

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 your 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.

Very truly yours,


James M. Gillespie,
Attorney.

JMG/sgs

9927-E - Bryan

AMENDMENT, dated as of May 7, 1979, to the Supplement dated as of March 12, 1979, and recorded with the Interstate Commerce Commission on April 5, 1979, as document No. 9927-E, (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"):

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WHEREAS, NACC and GECC desire to amend the above said 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 the 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 seventh day of May, 1979.

NORTH AMERICAN CAR CORPORATION

By H. W. Carlo

ATTEST:

Jane M. Gilley

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By H. W. Carlo

ATTEST:

Harry S. Sullivan

Herman W. Carlo
Senior Investment Officer

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.

Lenny Catalano
Notary Public

(Notarial Seal)

STATE OF Illinois)
) SS.:
COUNTY OF Fairfield)

On this 14 day of May, 1979, before me personally appeared W. W. Gerte, to me personally known, who, being by me duly sworn, says that he is a Sr. 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.

Eleanor J. Secsa
Notary Public

ELEANOR J. SECSA
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

(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>
4750 cu. ft. covered hopper cars, 100-ton trucks, LO	200	NAHX 480200-480299 NAHX 481000-481099	480200-480299 481000-481099
20,000 gallon, interior coiled, non-insulated tank cars, DOT111A100W1 100-ton trucks	10	NATX 73648-73657	73648-73657

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 desi</u>
Car Leasing Agreement 1285-4 (dated 3/8/74) Rider #55 (dated 10/31/78)	NAHX 480200-480299 NAHX 481000-481099	480200-480299 481000-481099	4750 cu. ft. covered hopper cars, 100-ton trucks, LO
Car Leasing Agreement 7329-1 (dated 11/15/73) Rider #4 (dated 11/30/78)	NATX 73648-73657	73648-73657	20,000 gallon, interior coiled non-insulated tank cars, DOT111A100W1 100-ton trucks.