TIGER LEASING GROUP

NORTH AMERICAN CAR CORPORATION

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

MAY 18 3 27 PM '79
I.C.C.
FEE OPERATION BR.

May 17, 1979

No.

Date MAY 18 1979

RECORDATION NO. 9927-B Filed 1425

Fee $

MAY 18 1979 -3 30 PM

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RE: Section 11303 Filing: Supplementary Memorandum ("Memorandum") of Rider No. 2 dated as of August 29, 1978, ("Lease") to Car Leasing Agreement 8532-1 between North American Car Corporation ("Lessor") and Trona Railway Company, Inc. ("Lessee") in supplement of the Bailment Agreement and Assignment of Leases ("Assignment of Leases") dated as of December 16, 1978, between Lessor and General Electric Credit and Leasing Corporation ("Assignee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are four executed counterparts of the above described Memorandum, between Lessor, 222 South Riverside Plaza, Chicago, Illinois and Lessee, P.O. Box 427, Trona, California 93562 and assigned to Assignee, P.O. Box 8300, 260 Long Ridge Road, Stamford, Connecticut 06904. The Assignment of Leases was recorded with the Interstate Commerce Commission at 11:20 a.m. on December 20, 1978, under Document No. 9927.

Under the Lease and the Assignment of Leases the Lessor leases the cars described therein to the Lessee and assigns such Lease to the Assignee under and in accordance with the Assignment of Leases.

Under the Assignment of Leases, Lessor agrees to hold, lease, maintain and perform certain administrative and other services with respect to the equipment covered by such Lease (which equipment has been or is to be sold to Assignee) and assigns, transfers and sets over unto Assignee all of Lessor's right, title and interest, powers, privileges and other benefits in, but not its obligations under, the Lease together with all amounts which may be received or credited to the account of Lessor in respect of mileage compensation from railroads using the equipment leased under such Lease or any other sums received by or payable to Lessor from parties other than the Lessee with respect thereto, all in accordance with the Lease and the Assignment of Leases.

Gerard Johnson

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of $10.00 as the recording fee for the Lease.

Pursuant to the Commission's rules and regulations for the recording of documents under Section 11303 of the Interstate Commerce Act you are hereby requested to duly file the Memorandum for record in your office and to return the remaining counterparts thereof together with the Secretary's Certificate of Recording, to the messenger making this delivery.

Please cross index this filing against the name of the Lessee, Trona Railway Company, Inc.

If you have any questions, please contact me.

Very truly yours,

James M. Gillespie
Attorney

JMG/dak
enclosure

Interstate Commerce Commission

Washington, D.C. 20423

5/18/79

OFFICE OF THE SECRETARY

James M. Gillespie, Atty.
North American Car Corp.
222 Riverside Plaza
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/18/79 at 3:30pm, and assigned recordation number(s). 9927-Q & 9927-R

Sincerely yours,

H. G. Homme, Jr.
Secretary

Enclosure(s)

SE-30
(3/79)

RECORDATION NO. 9927 Filed 1425

MAY 18 1979 -3 30 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BE IT REMEMBERED that as of August 29, 1978, North American Car Corporation (as Lessor thereunder) and the Trona Railway Company, Inc. (as the Lessee thereunder) entered into Car Leasing Agreement No. 8532-1 and Rider No. 2 thereto, for the lease, for a term of 5 years from the first day of the month following the average date of delivery to the Lessee subject to a right of early termination on the day which is 3 years from said day, of two hundred twenty-five (225) railroad hopper cars described as follows:

Quantity	Reporting Marks	Serial Numbers	AAR Designation	Description
225	TRC 1001-1225	480400-480549 480575-480649	LO	4750 cu. ft. covered hopper cars, 100-ton trucks

File copy for ICC

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum, by and through their respective authorized officers, as of the 29th day of August, 1978.

NORTH AMERICAN CAR CORPORATION

ATTEST:

James M Gillespie

By Richard A. Seewood

Its Vice President

TRONA RAILWAY COMPANY, INC.

ATTEST:

R. E. McCabe

By [signature]

Its PRESIDENT

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

On this 25 day of April, 1979, before me personally appeared R. C. Underwood to me personally known, who being by me duly sworn, says that he is Vice President 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 August 29, 1978, 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.

Doris M Hebbrandt
Notary Public

My Commission Expires 5-6-82

STATE OF California)
) SS.:
COUNTY OF San Bernardino)

On this 14th day of MAY, 1979, before me personally appeared W. S. Clark to me personally known, who being by me duly sworn, says that he is President of TRONA RAILWAY COMPANY, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on August 29, 1978, 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.

James E. Noh, Jr.
Notary Public JAMES E. NOH, JR.

My Commission Expires 9-4-80

OFFICIAL SEAL
JAMES E. NOH, JR.
NOTARY PUBLIC - CALIFORNIA
SAN BERNARDINO COUNTY
My comm. expires SEP 4, 1980

P. O. Box 427, Trona, California 93562