



# NORTH AMERICAN CAR CORPORATION

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

9-165A011

June 6, 1979.

RECORDATION NO. 9927-EE Filed 1425

JUN 14 1979

JUN 14 1979 - 8 50 AM

Secretary  
Interstate Commerce Commission  
Washington, D.C. 29423.

Re: Section 11303 Filing: INTERSTATE COMMERCE COMMISSION  
June 6, 1979, Supplement dated as of Washington, D.C.  
("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"). Recorded under Recordation No. 9927.

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate  
Commerce Act are executed counterparts of the above described  
Supplements 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, 1979, under  
Recordation No. 9927.

Under the Supplement and the Bailment Agreement, Bailee agrees  
to hold, lease, maintain and perform certain administrative  
and other services with respect to the equipment described in  
Schedule A (which equipment has been or is to be sold to Bailor)  
and assigns, transfers and sets over unto Bailor all of Bailee's  
right, title and interest, powers, privileges and other benefits  
in, but not its obligations under, the leases of such equipment  
described in Schedule B to such Supplement together with all  
amounts which may be received or credited to the account of  
Bailee in respect of mileage compensation from railroads using  
the equipment leased under such leases or any other sums received  
by or payable to Bailee from parties other than the lessee with  
respect thereto, all in accordance with the Supplement and the  
Bailment Agreement.

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.

FEE OPERATION BR.  
I.C.C.

JUN 14 8 48 AM '79

RECEIVED

*Ms Tel  
this one  
is 9927-EE*

*Chas. [Signature]*

June 6, 1979.

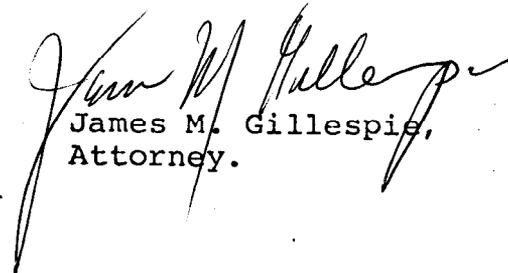
Secretary  
Interstate Commerce Commission  
June 6, 1979.  
Page Two.

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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  
Enclosures.

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

6/14/79

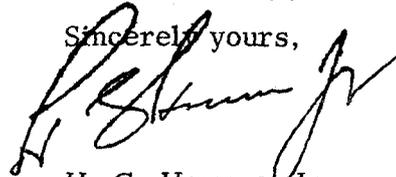
OFFICE OF THE SECRETARY

James M. Gillespie  
North American Car Corp.  
222 South 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 6/14/79 at 8:50am, and assigned recordation number(s). 9927-EE, 9927-FF & 9927-GG

Sincerely yours,



H. G. Homme, Jr.  
Secretary

Enclosure(s)

SE-30  
(3/79)

SUPPLEMENT, dated as of June 6, 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"):

RECORDATION NO. 9917-1  
Filed 1  
JUN 14 1979 8 50 AM  
DEPARTMENT OF COMMERCE COMMISSIONER

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 June 6, 1979.

NORTH AMERICAN CAR CORPORATION

By

Harold J. Jones

ATTEST:

Jan M. Ellegren

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By

Daniel C. Cooney 6/12/79

ATTEST:

Harry S. Gill

Daniel C. Cooney  
Manager - Operations

ATTESTING SECRETARY

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

On this 6th day of June 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.

Debra A. Kelly  
Notary Public

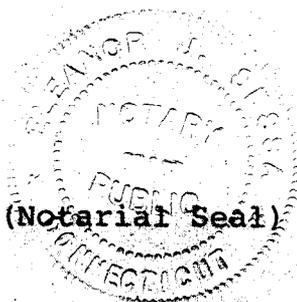
(Notarial Seal)

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

On this 12 day of June, 1979, before me personally appeared Daniel C. Cooney, to me personally known, who, being by me duly sworn, says that he is a Manager of Operations 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. Sessa

Notary Public



(Notarial Seal)

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

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
3000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class LO	2	NAHX 93973-93974	93973-93974

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 de</u>
Car Leasing Agreement 1569 (dated May 21, 1974) Rider 4 (dated April 19, 1979)	NAHX 93973- 93974	93973-93974	3000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks class LO