



NORTH AMERICAN CAR CORPORATION

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

9-297A013

October 10, 1979

RECORDATION NO. 9927 Filed 1425

DATE ~~10~~ 24 1979
FEE \$ 10.00

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

OCT 24 1979 12 05 PM

INTERSTATE COMMERCE COMMISSION
Re: Section 11303 Filing: Supplement dated as of **CC Washington, D. C.**
October 10, 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"). 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.

OCT 24 12 30 PM '79
T.O.C.
FEE OPERATION DR.

*Mrs Lee
this is
9927-LLLL*

Handwritten signature

TIGER LEASING GROUP

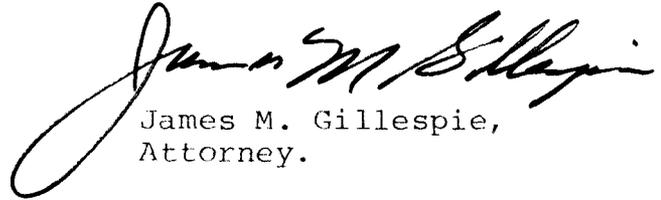
Secretary
Interstate Commerce Commission

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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.

9927-1111

SUPPLEMENT, dated as of October 10, 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"):

REGISTRATION NO. 9927-1111
OCT 24 1979
INTERSTATE COMMERCE COMMISSION

WHEREAS, NACC and GECC desire to add the 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 10th day of October, 1979.

NORTH AMERICAN CAR CORPORATION

By Hans J. Jones

ATTEST:

John M. Sullivan

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By H. W. Gerte

ATTEST:

TC Sullivan

HERMAN W. GERTE
Manager - Special Projects

ATTESTING SECRETARY

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

On this 10th day of October 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.

Hilbra A Kelly
Notary Public

(Notarial Seal)

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

On this *22nd* day of *October*, 1979, before me personally appeared *V. W. Sessa*, to me personally known, who, being by me duly sworn, says that he is a *Manager of Special Projects* 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>
20,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W3, 100-ton trucks	18	NATX 73660- 73677	73660- 73677

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 (in- cluding AAR des</u>
Car Leasing Agreement 2764 (dated 1/22/76), Rider 4 (dated 9/28/79)	NATX 73660- 73677	73660- 73677	20,000 gallon interior coiled non-insulated tank cars, DOT 111A100W3, 100-ton trucks