

SEP 17 1974 - 11 25 AM

INTERSTATE COMMERCE COMMISSION
AMENDMENT TO BOND MORTGAGE AND SECURITY AGREEMENT
(TRUST DEED)

This amendment dated September 10, 1974, to the Bond Mortgage and Security Agreement (Trust Deed) (hereinafter the "Bond Mortgage and Security Agreement") dated August 15, 1974 from NORTH AMERICAN CAR (CANADA) LIMITED (hereinafter called the "Company"), to FIRST NATIONAL BANK OF MINNEAPOLIS (hereinafter called the "Security Trustee").

W I T N E S S E T H:

WHEREAS, the Company and the Security Trustee have entered into the Bond Mortgage and Security Agreement; and

WHEREAS, the Company and the Security Trustee have agreed to change the description of equipment covered by the Bond Mortgage and Security Agreement;

NOW, THEREFORE, Schedule 1 to the Bond Mortgage and Security Agreement is hereby amended to read as follows:

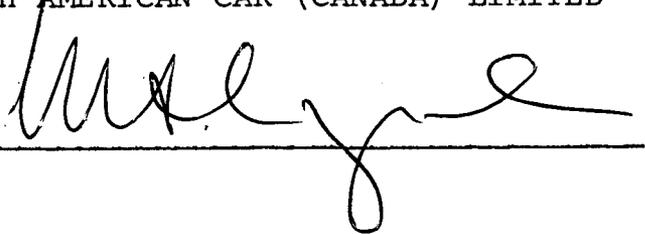
"DESCRIPTION OF EQUIPMENT

Two hundred (200) Class FB 70-ton Flatcars manufactured by Hawker Siddeley Canada Limited and bearing Serial Numbers 52850 to 53049, both inclusive, and bearing Road Numbers BCIT 818250 to BCIT 818449, both numbers inclusive."

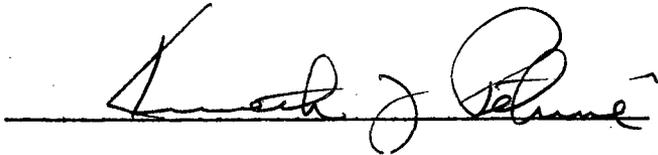
IN WITNESS WHEREOF, the parties have caused this Bond Mortgage and Security Agreement to be executed in their respective corporate names, by one of their officers thereunto duly authorized and their corporate seals to be hereunto affixed and duly attested.

NORTH AMERICAN CAR (CANADA) LIMITED

BY

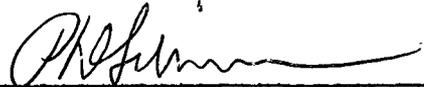


ATTEST:



FIRST NATIONAL BANK OF MINNEAPOLIS

BY



VICE PRESIDENT

ATTEST:



Assistant Vice President

UNITED STATES OF
AMERICA
STATE OF MINNESOTA
COUNTY OF HENNEPIN

IN THE MATTER OF The Corporation Securities
Registration Act (Ontario);

IN THE MATTER OF The Corporation Securities
Registration Act (Saskatchewan);

IN THE MATTER OF The Corporations Securities
Registration Act (Nova Scotia);

IN THE MATTER OF The Corporation Securities
Registration Act (New Brunswick);

TO WIT:

AND IN THE MATTER of registration under
the said Acts of an Indenture dated as
of the Fifteenth day of August, 1974
and made among North American Car (Canada)
Limited and First National Bank of
Minneapolis, as Security Trustee, for
the purpose of securing Secured Bonds of
North American Car (Canada) Limited.

AFFIDAVIT

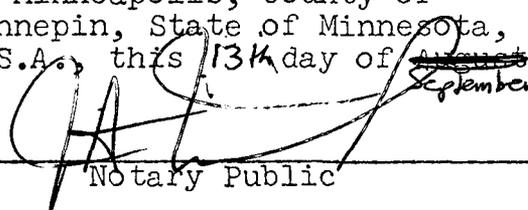
I, J. L. ANDERSON, of the City of Minneapolis,
County of Hennepin, State of Minnesota, U.S.A., MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Trust Officer
of First National Bank of Minneapolis, the mortgagee, trustee or
grantee named in the annexed instrument containing a mortgage, charge
or assignment made by the said North American Car (Canada) Limited
to First National Bank of Minneapolis, and am aware of the circumstances
connected with the transaction and have a personal knowledge of the
facts herein deposed to.

2. The said instrument was executed by P. D. SCHLIESMAN VICE PRESIDENT
at the City of Minneapolis, County of Hennepin,
State of Minnesota on the 13th day of ~~August~~ September, 1974.

SWORN before me at the City
of Minneapolis, County of
Hennepin, State of Minnesota,
U.S.A., this 13th day of ~~August~~ September, 1974.

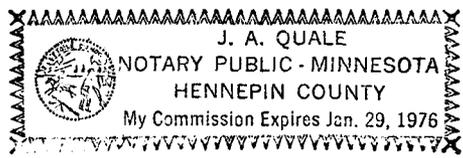




Notary Public

A Notary Public in and for the
County of Hennepin, State of
Minnesota.

My Commission Expires:



UNITED STATES OF
AMERICA
STATE OF MINNESOTA
COUNTY OF HENNEPIN

IN THE MATTER OF The Corporation Securities
Registration Act (Ontario);

IN THE MATTER OF The Corporation Securities
Registration Act (Saskatchewan);

IN THE MATTER OF The Corporation Securities
Registration Act (Nova Scotia);

IN THE MATTER OF The Corporation Securities
Registration Act (New Brunswick);

TO WIT:

AND IN THE MATTER OF registration under
the said Acts of an Indenture dated as
of the Fifteenth day of August, 1974
and made among North American Car (Canada)
Limited and First National Bank of
Minneapolis, as Security Trustee, for the
purpose of securing Secured Bonds of North
American Car (Canada) Limited.

AFFIDAVIT OF BONA FIDES

I, C. M. TILDEN, of the City of Minneapolis,
County of Hennepin, State of Minnesota, U.S.A., MAKE OATH AND SAY:

1. That I am an officer of First National Bank of Minneapolis,
the mortgagee, trustee or grantee named in the annexed instrument
containing a mortgage, charge or assignment made by North American
Car (Canada) Limited to First National Bank of Minneapolis, and I am
aware of the circumstances connected with the transaction and
have a personal knowledge of the facts deposed to herein.

2. That the said instrument containing the mortgage, charge
or assignment was executed in good faith and for the purpose of
securing payment of the bonds referred to therein and not for the mere
purpose of protecting the chattels and book debts therein mentioned
against the creditors of the mortgagor or assignor, or preventing such
creditors from obtaining payment of any claim against the mortgagor
or assignor.

SWORN before me at the City of
Minneapolis, County of Hennepin,
State of Minnesota, U.S.A., this
13th day of ~~August~~ September, 1974.



Notary Public

A Notary Public in and for the County
of Hennepin, State of Minnesota.

My Commission Expires:

