

110 Car Mass

RECORDATION NO. 7709-C Filed & Recorded

MAY 20 1975 -4 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of May 1, 1975, between Exchange National Bank of Chicago (hereinafter called the Lessor), as Trustee under a Trust Agreement dated as of July 15, 1974, with General Electric Credit Corporation (hereinafter called the Beneficiary) and North American Car Corporation, (hereinafter called the Lessee).

WHEREAS the Lessor and the Lessee have entered into a Lease of Equipment dated as of July 15, 1974 (hereinafter called the Lease);

WHEREAS the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on November 13, 1974, at 11:30 a.m., and was assigned recordation number 7709 and an Amendment Agreement dated as of November 20, 1974, was so filed and recorded on November 21, 1974, at 11:30 a.m. and assigned recordation number 7709-A and an Amendment Agreement dated as of December 1, 1974, was so filed and recorded on December 18, 1974, at 11:25 a.m. and was assigned recordation number 7709-C;

WHEREAS the parties hereto now desire to amend the Lease;

WHEREAS First Pennsylvania Bank, N.A., as assignee

under an Assignment of Lease and Agreement dated as of July 15, 1974, has given its consent to this Amendment Agreement as evidenced by its consent attached hereto; and

WHEREAS the Beneficiary authorizes and instructs the Lessor to execute this Amendment Agreement as evidenced by its instruction attached hereto.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The Lease is hereby amended as follows:

a. The penultimate sentence in the first paragraph of § 7 of the Lease is hereby deleted and restated to read as follows:

"The Lessor hereby appoints the Lessee its agent to dispose of any Unit suffering a Casualty Occurrence or any component thereof, before or after the expiration of this Lease, at the best price obtainable on an 'as is, where is' basis."

b. The words "and consolidating" appearing in the fourth line of subclause (ii) of the second paragraph of § 8 of the Lease are hereby deleted.

c. The last three sentences of § 14 are hereby deleted.

2. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 16 of the Lease.

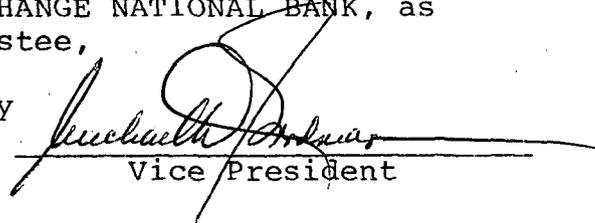
3. This Amendment Agreement may be executed in

several counterparts, such counterparts together constituting but one and the same instrument, and shall be effective as of July 15, 1974.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

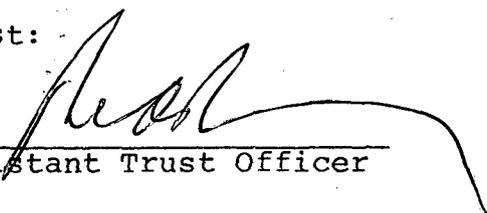
EXCHANGE NATIONAL BANK, as  
Trustee,

by

  
Vice President

[Corporate Seal]

Attest:

  
Assistant Trust Officer

NORTH AMERICAN CAR CORPORATION,

by

  
Vice President

[Corporate Seal]

Attest:

  
Assistant Secretary

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this *14th* day of *May* 1975, before me personally appeared *Michael D. Goodman*, to me personally known, who, being by me duly sworn, says that he is *Vice Pres* of EXCHANGE NATIONAL BANK OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank 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 bank.

*Alice R. Noble*  
\_\_\_\_\_  
Notary Public

My Commission expires *3/16/79*



INSTRUCTION OF BENEFICIARY TO TRUSTEE

Exchange National Bank of Chicago  
130 South LaSalle Street  
Chicago, Illinois 60690

Attention: Trust Department

Dear Sirs:

Reference is made to a Trust Agreement dated as of July 15, 1974, between the undersigned and you, as Trustee (the Trust Agreement). We instruct you to enter into an Amendment Agreement dated as of May 1, 1975, to the Lease (as defined in the Trust Agreement) in the form to which this instruction is attached.

Very truly yours,

GENERAL ELECTRIC CREDIT CORPORATION,

[Corporate Seal]

by

Attest:

\_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_

WRITTEN CONSENT

First Pennsylvania Bank, N.A., as assignee under an Assignment of Lease and Agreement dated as of July 15, 1974, hereby gives its written consent to the Amendment Agreement dated as of May 1, 1975, between Exchange National Bank of Chicago, as Trustee, and North American Car Corporation with respect to the Lease (as defined in said Amendment Agreement), in the form to which this Consent is attached.

FIRST PENNSYLVANIA BANK, N.A.,  
as Agent,

[Corporate Seal]

by

Attest:

\_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_