

SUPPLEMENTAL INDENTURE

THIS FIRST SUPPLEMENTAL INDENTURE OF MORTGAGE AND DEED OF TRUST dated this 17th day of December, 1973, by and between NORTH AMERICAN CAR CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called the "Company"), party of the first part, NORTH AMERICAN FINANCE LEASING, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, an affiliate of the Company (hereinafter called the "Affiliate"), party of the second part, and HARRIS TRUST AND SAVINGS BANK, a corporation duly organized and existing under and by virtue of the laws of the State of Illinois (hereinafter referred to as the "Trustee"), party of the third part;

w i t n e s s e t h:

RECORDATION NO. 7243-B

Filed & Recorded

DEC 26 1973 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, the Company and Trustee have heretofore on the 15th day of November, 1973, executed a certain Indenture of Mortgage and Deed of Trust (hereinafter called the "Indenture"); and

WHEREAS, Article V, Section 5.12 of the Indenture provides, inter alia that the Company may sell, transfer, or assign Mortgaged Equipment as defined in the Indenture to affiliates of the Company; and

WHEREAS, the railroad cars described in Attachment A annexed hereto, and constituting a part of the Mortgaged Equipment, have been sold to Affiliate under the provisions of said Article V, Section 5.12 of the Indenture; and

WHEREAS, Affiliate is a corporation of the State of Delaware; and

WHEREAS, said Mortgaged Equipment is leased to the Company; and

WHEREAS, Affiliate hereby agrees to comply with the covenant and agreements of the Company set forth at Sections 5.08, 5.09, 5.10 and 5.11 of Article V, and Article VIII of the Indenture insofar as such covenants and agreements relate to said Mortgaged Equipment owned by Affiliate; and

WHEREAS, the transfer to Affiliate of said Mortgaged Equipment does not alter the obligations of the Company under the Indenture or affect the lien of the Indenture or the rights of the Trustee or the Bondholders under the Indenture with respect to said Mortgaged Equipment; and

WHEREAS, Affiliate has the power and authority to subject such Mortgaged Equipment owned by it to the lien of the Indenture as security for the Bonds.

NOW, THEREFORE, in consideration of the sum of \$1.00 duly paid to Company and the Affiliate, respectively, by the Trustee at or before the execution and delivery hereof and for other valuable consideration, the receipt whereof is hereby acknowledged, the Company and Affiliate have executed and delivered this Supplemental Indenture; the Affiliate by these presents does hereby grant, bargain, sell, alien, remise, release, convey, confirm, warrant, assign, cede, charge, mortgage, pledge, hypothecate, transfer, deliver and set over unto the Trustee, as herein provided, and to its successors in the trust and its assigns forever, and has granted and does hereby grant to the Trustee, its successors and assigns, a security interest in

all the right, title and interest of the Affiliate in and to any and all of the Mortgaged Equipment described in Attachment A annexed hereto, subject, however, to the rights of lessees and purchase option under the leases and subleases listed in Attachment A annexed to the Indenture and to permitted liens as in said Indenture provided, to have and to hold all and singular, the above property whether now owned or hereafter acquired, unto the Trustee, and its successors in trust, and its assigns forever, for the purposes and upon the uses and trusts, and subject to all the conditions and restrictions herein and in the Indenture contained.

The Affiliate hereby warrants that title to the Mortgaged Equipment is free from all liens, claims and encumbrances, other than leases, purchase options, and permitted liens referred to in the Indenture.

From and after (but only from and after) the execution of this First Supplemental Indenture the Indenture shall be deemed to be modified as herein provided, and thereafter the Indenture shall continue with the same force and effect as if the alterations and modifications set forth in the First Supplemental Indenture had been a part of the Indenture at the time of the execution and delivery of the Indenture.

IN WITNESS WHEREOF, the Company, the Affiliate and the Trustee 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.

NORTH AMERICAN CAR CORPORATION

By *Norman Oppenheimer*

ATTEST:

Samuel J. Schum

NORTH AMERICAN FINANCE LEASING, INC.

By *Norman Oppenheimer*

ATTEST:

Samuel J. Schum

HARRIS TRUST AND SAVINGS BANK
TRUSTEE

By *J. H. Hynes*
VICE PRESIDENT

ATTEST:

R. S. Mason
ASSISTANT SECRETARY

NORTH AMERICAN CAR CORPORATION
Equipment Bonds, Second 1973 Series
Mortgaged Equipment and Leases from Company

<u>Number of Cars</u>	<u>Serial Number of Cars</u>	<u>Lessee</u>	<u>Subordination Clause</u>	<u>Date of Lease</u>	<u>Lease Term</u>	<u>Date in Service</u>	<u>Purchase Option</u>	<u>Total Cost</u>
28	49717-49744	United States Borax & Chemical Corporation	Yes	2/20/73	15 Years	3/73 & 4/73	No	\$ 539,498.93
2	53501-53502	Diamond Shamrock Chemical Corp.	Yes	3/19/73	1 Year	3/73	No	43,778.66
8	53503-53510	I. S. Joseph Co., Inc.	Yes	9/21/72	5 Years	3/73 & 4/73	No	156,472.28
4	53511-53514	Georgia-Pacific Corporation	Yes	6/ 1/73	5 Years	4/73 & 5/73	No	76,963.22
50	53515-53564	Seaboard Allied Milling Corp.	Yes	3/22/73	5 Years	4/73 to 6/73	No	893,560.51
50	53565-53614	Seaboard Allied Milling Corp.	Yes	5/21/73	5 Years	4/73 to 6/73	No	893,560.50
50	53615-53664	Cargill Incorporated	Yes	7/10/73	12 Years	7/73 & 8/73	No	937,741.79
6	53665-53670	Farmer's Equity Elevator Co.	Yes	4/10/73	5 Years	7/73	No	109,742.51
100	54600-54699	A. E. Staley Manufacturing Co.	Yes	10/ 9/73	15 Years	7/73	No	1,728,996.00
100	54700-54799	Farmer's Union Grain Terminal Association	Yes	6/21/73	15 Years	7/73	No	1,755,595.00
200	54800-54999	Chicago, Milwaukee, St. Paul & Pacific Railroad Co.	Yes	5/15/73	15 Years	8/73	No	3,513,408.00
11	58000-58010	Not Leased						300,907.36

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45	58011-58018 58020-58056	Borg-Warner Corporation— Marbon Chemical Div.	Yes	7/16/73	15 Years	4/73 to 6/73	No	\$ 1,184,130.62
40	58057-58096	Borg-Warner Corporation— Marbon Chemical Div.	Yes	8/21/73	15 Years	4/73 to 6/73	No	1,052,560.40
4	99650-99653	American Cyanamid Company	Yes	9/24/73	5 Years	6/73	No	107,330.20
10	99654-99663	Kaiser Steel Corporation	Yes	7/ 2/73	10 Years	6/73 & 7/73	Yes	268,325.50
2	99664-99665	E. I. Du Pont De Nemours & Co.	Yes	2/ 1/73	5 Years	2/73	Yes	53,665.10
5	99666-99670	Kaiser Steel Corporation	Yes	7/ 2/73	10 Years	6/73 to 8/73	Yes	134,162.75
7	99671-99677	Not Leased						187,827.85
8	99678-99685	Penn Central Transportation Corporation	Yes	7/ 1/73	Month to Month	8/73 & 9/73	No	214,660.40
8	99686-99693	Not Leased						214,660.43
4	99694-99697	E. I. Du Pont De Nemours & Co.	Yes	2/ 1/73	5 Years	4/73	Yes	107,330.20
2	99698-99699	Not Leased						53,665.10
<u>744</u>	<u>Total Hopper Cars</u>							<u>\$14,528,543.31</u>
20	8425-8444	A. E. Staley Manufacturing Co.	Yes	6/19/73	15 Years	4/73	No	\$ 380,791.54
15	13661-13675	Shell Oil Company	Yes	4/ 9/72	10 Years	8/73	No	332,261.18
3	16360-16362	Cargill Incorporated	Yes	8/ 7/72	12 Years	2/73	No	61,460.67
1	16363	Not Leased						20,690.79
2	16364-16365	Corn Sweetners, Inc.	Yes	8/30/73	12 Years	7/73	No	40,216.32

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4	16366-16369	Not Leased						\$ 79,556.22
20	16412-16431	Corn Sweetners, Inc.	Yes	8/30/73	12 Years	6/73 to 9/73	No	441,437.85
8	23010-23017	Stauffer Chemical Company	Yes	2/15/73	15 Years	3/73 & 6/73	No	139,694.11
2	23018-23019	Stauffer Chemical Company	No	6/ 5/73	6 Months	6/73	No	35,018.04
2	23975-23976	North American Car (Canada) Limited	Yes	4/12/73	5 Years	8/73	No	48,551.16
2	24323-24324	Midwest Solvents Company	Yes	2/19/73	15 Years	1/73 & 2/73	No	46,705.50
1	24367	Midwest Solvents Company	Yes	2/16/73	15 Years	1/73	No	22,332.79
1	24368	Ashland Oil & Refining Company	Yes	3/19/73	15 Years	7/73	No	23,950.69
8	24500-24507	Sun Oil Company of Pennsylvania	Yes	10/ 8/73	15 Years	8/73	No	157,973.78
25	24900-24924	Exxon Chemical Co. Inc.	Yes	3/ 8/73	5 Years	4/73 & 5/73	No	437,666.71
10	24925-24934	Sun Oil Company of Pennsylvania	Yes	10/ 8/73	15 Years	7/73 & 8/73	Yes	197,373.49
15	26800-26814	Pennzoil Company	Yes	7/17/73	15 Years	8/73	No	318,271.64
1	28203	Heublein, Inc.	Yes	9/18/72	12 Years	4/73	No	46,583.56
16	29051-29066	Monoco Oil Company, Inc.	Yes	3/12/73	15 Years	4/73	No	388,403.30
4	29720-29723	Ashland Oil & Refining Company	Yes	3/22/73	15 Years	3/73	No	77,779.40
19	29724-29742	Exxon Chemical Co. Inc.	Yes	7/ 3/73	3 Years	3/73	No	368,351.77
7	29743-29749	Borden Company—Chemical Div.	Yes	7/10/73	5 Years	3/73 & 4/73	No	135,918.37

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2	71435-71436	Ashland Oil & Refining Company	Yes	3/19/73	15 Years	5/73	No	\$ 44,165.36
1	71437	E. I. Du Pont De Nemours & Co.	Yes	8/13/73	3 Years	7/73	No	22,082.68
1	71438	Not Leased						22,082.68
6	71439-71444	E. I. Du Pont De Nemours & Co.	Yes	8/13/73	3 Years	5/73	No	131,284.07
5	71662-71666	Exxon Chemical Co. Inc.	Yes	2/14/73	6 Months	3/73	No	89,013.41
3	71667-71669	Continental Oil Company	No	2/ 7/73	Temporary	3/73	No	53,474.04
12	71670-71681	Flambeau Paper Co.	Yes	7/ 3/73	5 Years	3/73	No	215,937.41
17	71697-71713	Exxon Chemical Co. Inc.	Yes	4/10/73	6 Months	4/73	No	315,661.75
5	71714-71718	Atlantic Richfield Company	Yes	5/ 2/73	Temporary	5/73	No	92,426.31
3	71719-71721	Exxon Chemical Co. Inc.	Yes	5/10/73	6 Months	5/73	No	55,631.30
1	71722	National By-Products, Inc.	Yes	4/12/73	5 Years	5/73	No	18,643.82
3	71723-71725	Merichem Co.	Yes	4/21/73	5 Years	5/73	No	56,241.24
2	71726-71727	Badger Paper Mills, Inc.	Yes	8/22/73	5 Years	5/73	No	37,336.77
1	71728	Scott Paper Co.	Yes	8/14/73	5 Years	5/73	No	18,692.94
2	71729-71730	Badger Paper Mills, Inc.	Yes	8/22/73	5 Years	5/73	No	37,385.88
4	71731-71734	Merichem Co.	Yes	4/21/73	5 Years	4/73 & 5/73	No	75,704.72
3	71745-71747	Merichem Co.	Yes	4/21/73	5 Years	5/73	No	56,649.61
1	71748	Southwest Grease & Oil Co., Inc.	Yes	8/15/73	5 Years	4/73	No	18,607.36
3	71749-71751	E. I. Du Pont De Nemours & Co.	Yes	8/15/73	1 Year	5/73	No	55,822.10

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2	71752-71753	Scott Paper Company	Yes	8/14/73	5 Years	5/73	No	\$ 37,882.14
1	71754	Not Leased						18,815.27
2	71755-71756	Union Oil Company of California	Yes	7/19/73	5 Years	5/73	No	37,630.46
1	71757	McMillan Petroleum Corporation	Yes	11/ 1/73	5 Years	5/73	No	18,740.82
6	71758-71763	Anderson, Clayton & Company Foods Division	Yes	7/16/73	5 Years	5/73 & 6/73	No	112,228.67
5	71764-71768	Merichem Co.	Yes	4/21/73	5 Years	6/73	No	93,952.27
19	71769-71787	Anderson, Clayton & Company Foods Division	Yes	7/16/73	5 Years	6/73	No	357,906.95
1	71788	Cross Transportation Company	Yes	8/14/73	5 Years	6/73	No	18,534.01
9	71789-71797	Reese Tank Car Leasing Corp.	Yes	7/23/73	6 Months	7/73	No	173,866.92
2	71798-71799	Continental Grain Inc.	Yes	7/17/73	6 Months	7/73	No	38,155.42
2	71800-71801	Not Leased						38,524.82
2	71802-71803	Continental Grain Inc.	Yes	7/17/73	6 Months	7/73	No	38,571.72
2	71805-71806	National By-Products, Inc.	Yes	10/22/73	5 Years	8/73	No	38,571.71
2	71807-71808	Cross Transportation Company	Yes	10/23/73	5 Years	8/73	No	38,749.72
3	71809-71811	Cargill Incorporated	Yes	10/24/73	5 Years	8/73	No	57,915.46
2	71817-71818	Cargill Incorporated	Yes	10/24/73	5 Years	8/73	No	38,754.86
6	71819-718-23 & 71804	Continental Grain Inc.	Yes	9/17/73	6 Months	8/73	No	116,173.01
5	71824-71828	Cargill Incorporated	Yes	10/24/73	6 Months	8/73	No	96,819.29
4	71829-71832	Cargill Incorporated	Yes	11/ 1/73	6 Months	8/73	No	77,455.43
20	75100-75119	Tennessee Eastman Co.	Yes	4/ 9/75	12 Years	3/73	No	365,164.99

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10	75120-75129	E. I. Du Pont De Nemours & Co.	Yes	7/10/73	5 Years	3/73	No	182,258.91
6	75130-75135	U. S. Industrial Chemicals	Yes	5/ 3/73	5 Years	3/73	No	109,149.37
4	75136-75139	Fiber Industries, Inc.	Yes	5/10/73	12 Years	4/73	No	72,787.74
3	75140-75142	Monsanto Company	Yes	5/ 3/73	5 Years	3/73 & 4/73	No	52,421.05
2	75148-75149	American Cyanamid Company	Yes	7/31/73	5 Years	4/73	No	34,534.33
5	75143-75147	Union Oil Company of California	Yes	5/10/73	5 Years	4/73	No	86,335.82
5	75150-75154	General Tire & Rubber Company	Yes	5/ 3/73	15 Years	6/73 & 7/73	No	112,275.53
5	75155-75159	General Tire & Rubber Company	Yes	7/16/73	15 Years	6/73 & 7/73	No	112,275.54
8	75160-75167	Fiber Industries, Inc.	Yes	5/10/73	12 Years	6/73	No	144,533.20
11	75168-75178	Shell Oil Company	Yes	7/ 1/73	1 Year	6/73 & 7/73	No	199,515.52
5	75179-75183	Pennwalt Chemical Corp.	Yes	8/28/73	5 Years	7/73	No	93,338.00
2	75184-75185	Exxon Co., U.S.A.	Yes	7/20/73	5 Years	7/73	No	36,363.18
2	75186-75187	Koch Chemical Co.	Yes	8/14/73	5 Years	7/73	No	36,363.18
7	75188-75194	Exxon Co., U.S.A.	Yes	7/20/73	5 Years	7/73 & 8/73	No	127,126.71
21	76105-76125	Koch Oil Company	Yes	1/ 2/73	5 Years	3/73 & 4/73	No	486,238.17
2	76126-76127	Penick & Ford Ltd., Incorporated	Yes	5/17/73	5 Years	4/73	No	45,866.52
1	76128	Not Leased						22,933.26
1	76129	E. I. Du Pont De Nemours & Co.	Yes	2/19/73	1 Year	4/73	No	22,606.86

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2	76130-76131	Exxon Chemical Co. Inc.	Yes	3/30/73	5 Years	4/73	No	\$ 45,213.70
7	76132-76138	E. I. Du Pont De Nemours & Co.	Yes	2/19/73	1 Year	4/73	No	159,479.41
2	76139-76140	Union Oil Company of California	Yes	3/28/73	5 Years	4/73	No	45,008.43
1	76141	E. I. Du Pont De Nemours & Co.	Yes	2/19/73	1 Year	4/73	No	22,581.11
1	76142	Humble Oil & Refining Company	Yes	3/30/73	5 Years	4/73	No	22,581.11
1	76143	Not Leased						22,907.51
1	76144	E. I. Du Pont De Nemours & Co.	Yes	2/19/73	1 Year	4/73	No	22,581.11
1	76145	Humble Oil & Refining Company	Yes	3/30/73	5 Years	4/73	No	22,581.11
1	76146	Reese Tank Car Leasing	Yes	3/ 8/73	15 Years	5/73	No	22,607.29
2	76147-76148	E. I. Du Pont De Nemours & Co.	Yes	2/19/73	1 Year	4/73	No	45,214.58
4	76149-76152	Humble Oil & Refining Company	Yes	3/30/73	5 Years	4/73 & 5/73	No	90,778.58
2	76153-76154	Moore & Munger	Yes	7/17/73	5 Years	5/73	No	45,564.00
1	76155	Humble Oil & Refining Company	Yes	3/30/73	5 Years	5/73	No	22,782.01
1	76156	Reese Tank Car Leasing	Yes	3/ 8/73	15 Years	5/73	No	22,748.47
1	76157	Reichold Chemicals, Incorporated	Yes	8/27/73	12 Years	8/73	No	22,748.47
2	76158-76159	Not Leased						45,496.94
1	76160	Reichold Chemicals, Incorporated	Yes	8/27/73	12 Years	8/73	No	22,748.46
1	76161	Not Leased						22,571.16

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3	76162-76164	Humble Oil & Refining Company	Yes	3/30/73	5 Years	5/73	No	\$ 67,639.62
3	76165-76167	Reese Tank Car Leasing Company	Yes	3/ 8/73	15 Years	5/73	No	66,683.91
3	76168-76170	Humble Oil & Refining Company	Yes	3/30/73	5 Years	5/73	No	66,205.98
4	76171-76174	Exxon Co., U.S.A.	Yes	3/30/73	5 Years	5/73	No	89,174.72
4	76175-76178	Reese Tank Car Leasing	Yes	3/ 8/73	15 Years	5/73	No	87,926.98
3	76179-76181	Exxon Co., U.S.A.	Yes	3/20/73	5 Years	5/73	No	66,191.60
4	76182-76185	Penick & Ford Ltd., Incorporated	Yes	5/17/73	5 Years	6/73	No	90,877.93
4	76186-76189	Reese Tank Car Leasing	Yes	3/ 8/73	15 Years	6/73	No	90,836.40
10	76190-76199	E. I. Du Pont De Nemours & Co.	Yes	2/19/73	1 Year	4/73	No	222,632.98
3	76200-76202	Union Oil Company of California	Yes	3/28/73	5 Years	4/73	No	68,016.75
2	76203-76204	Penick & Ford Ltd., Incorporated	Yes	5/17/73	5 Years	7/73	No	45,997.27
2	76205-76206	E. I. Du Pont De Nemours & Co.	Yes	2/19/73	1 Year	4/73	No	45,535.10
3	76207-76209	Penick & Ford Ltd., Incorporated	Yes	5/17/73	5 Years	7/73	No	69,281.82
1	76210	E. I. DuPont De Nemours & Company	Yes	2/19/73	1 Year	4/73	No	22,624.77
2	76211-76212	Penick & Ford Ltd., Incorporated	Yes	5/17/73	5 Years	7/73	No	45,902.34
3	76213-76215	Exxon Co., U.S.A.	Yes	3/30/73	5 Years	4/73	No	68,428.46
3	76216-76218	Reese Tank Car Leasing	Yes	3/ 8/73	15 Years	6/73	No	69,536.82
3	76219-76221	Standard Oil Company	Yes	5/ 4/73	12 Years	6/73	No	70,609.26
4	76222-76225	Murphy Oil Corp.	Yes	5/22/73	5 Years	6/73 & 7/73	No	93,403.62

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1	76226	Standard Oil Company	Yes	5/4/73	12 Years	6/73	No	\$ 23,796.70
1	76227	Murphy Oil Corp.	Yes	5/22/73	5 Years	6/73	No	23,516.98
5	76228-76232	Standard Oil Company	Yes	5/4/73	12 Years	6/73 & 7/73	No	119,712.86
5	76233-76237	Murphy Oil Corp.	Yes	5/22/73	5 Years	7/73	No	118,165.06
5	76238-76242	Penick & Ford Ltd., Incorporated	Yes	5/17/73	5 Years	7/73	No	117,695.79
1	76243	Standard Oil Company	Yes	5/4/73	12 Years	7/73	No	23,342.90
1	76244	Not Leased						23,063.15
1	76245	Murphy Oil Corp.	Yes	5/22/73	5 Years	7/73	No	23,368.48
2	76246-76247	Reichold Chemicals, Incorporated	Yes	8/27/73	12 Years	8/73	No	46,736.96
2	76248-76249	Not Leased						46,736.94
3	76250-76252	Standard Oil Co. of California	Yes	5/4/73	12 Years	8/73	No	72,130.41
1	76253	Moore & Munger	Yes	8/27/73	5 Years	8/73	No	23,763.75
2	76254-76255	Penick & Ford Ltd., Incorporated	Yes	5/17/73	5 Years	8/73	No	47,697.43
5	76256-76260	Reichold Chemicals, Incorporated	Yes	8/27/73	12 Years	8/73	No	116,620.08
8	76261-76268	Not Leased						185,190.57
1	76269	Reichold Chemicals, Incorporated	Yes	8/27/73	12 Years	8/73	No	23,246.91
5	76270-76274	Not Leased						115,249.26
55	78055-78109	Sun Oil Company	Yes	10/8/73	12-15 Years	5/73	No	1,049,093.24
2	78110-78111	MacMillan Ring-Free Oil Company, Inc.	Yes	7/13/73	5 Years	8/73	No	39,075.92
10	78112-78121	Exxon Chemical Co. Inc.	Yes	9/18/73	5 Years	8/73	No	195,579.84
<u>669</u>	<u>Total Tank Cars</u>							<u>\$13,616,652.17</u>
<u>1,413</u>	<u>Total All U. S. Cars</u>							<u>\$28,145,195.48</u>