



NORTH AMERICAN CAR CORPORATION

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

ROGER A. NOBACK
VICE PRESIDENT - LAW

RECORDATION NO. 8999 Filed & Recorded

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JUN 2 1978 - 11 30 AM

JUN 2 1978 - 11 30 AM 8-153A055

INTERSTATE COMMERCE COMMISSION

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Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 8999 Filed & Recorded

JUN 2 1978 - 11 30 AM

JUN 2 1978

Date
Fee \$ 20

ICC Washington, D. C.

Re: Section 20c Filing: North American Car Corporation
("North American") Lease dated as of July 1, 1977,
and Assignment thereof.

Dear Mr. Secretary:

Enclosed for recording under section 20c of the Interstate Commerce Act are executed counterparts of the Lease Amendment ("Lease Amendment") dated as of March 20, 1978, between North American, 222 South Riverside Plaza, Chicago, Illinois 60606 and Bamerlease, Inc. ("Lessor"), Bank of America Center, P.O. Box 37070, San Francisco, California 94137, and the Amendment Agreement (Assignment of Lease and Agreement) ("Assignment Amendment") dated as of March 20, 1978, by and between Lessor and Continental Illinois National Bank and Trust Company of Chicago, as Agent ("Agent"), 231 S. LaSalle Street, Chicago, Illinois 60693. The Lease to which the Lease Amendment and the Assignment Amendment relate was recording with the Interstate Commerce Commission at 3:40 p.m. on September 16, 1977, and was assigned Recording No. 8999.

Under the Lease Amendment and the Assignment Amendment the Lessee and the Agent release and delete the equipment described therein from the terms of the Lease.

Also enclosed are two checks, payable to the Interstate Commerce Commission in the amounts of \$10 each as the recording fee for the Lease and the Assignment.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 20c 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,

R. A. Noback

RECEIVED
JUN 2 11 26 AM '78
I.C.C. OPERATION BUREAU

RAN/dal
enc.

Christy... Law Attached

#5 pome or
8999-F+G

RECORDATION NO. 8999-4
JUN 2 1978 -11 30 AM
INTERSTATE COMMERCE COMMISSION
Filed & Recorded

This Amendment Agreement (Assignment of Lease and Agreement) dated as of March 20, 1978, between BAMERILEASE, INC. (hereinafter called the Lessor) and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent under a Finance Agreement dated as of July 1, 1977 (hereinafter called the Agent).

WHEREAS pursuant to an Assignment of Lease and Agreement dated as of July 1, 1977 as amended by an Amendment Agreement (Assignment of Lease and Agreement) dated as of December 15, 1977 (such Assignment as so amended hereinafter called the Lease Assignment) the Lessor has assigned to the Agent its rights in, to and under the Lease of Railroad Equipment dated as of July 1, 1977 (such Lease, as amended by the Amendment thereto dated as of December 5, 1977 hereinafter called the Lease) between the Lessor and North American Car Corporation, as Lessee (hereinafter called the Lessee).

WHEREAS the Lease Assignment was filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on September 16, 1977, at 3:40 p.m., recordation number 8999-A.

WHEREAS the Lessor and the Lessee have executed and delivered an amendment of the Lease dated March 20, 1978 (hereinafter called the Lease Amendment).

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

All references in the Lease Assignment to the Lease shall be deemed to refer to the Lease as amended by the Lease Amendment and all references in the Lease Assignment to the Units shall be deemed to refer to the units of railroad equipment leased under the Lease as amended by the Lease Amendment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment Agreement to be executed all as of the dated first above written.

ATTEST:



[Signature]
Trust Officer

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent,

BY [Signature]
Vice President

BAMERILEASE, INC.

ATTEST:



[Signature]
Assistant Secretary

BY [Signature]
Vice President

BY [Signature]
Assistant Vice President

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 26th day of May, 1978, before me personally appeared
DONALD W. ALFVIN, to me personally known, who, being by me duly sworn, says
that he is a Vice President of UNITED STATES NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, that one
of the seals affixed to the foregoing instrument is the corporate seal of said
company, that said instrument was signed and sealed on behalf of said
company 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
company.

Hazel Ivaz
Notary Public
Hazel Ivaz

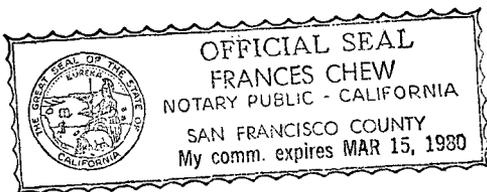
[NOTARIAL SEAL]

My Commission expires December 6, 1981

STATE OF CALIFORNIA }
CITY AND COUNTY OF SAN FRANCISCO } ss.:

On this 1st day of JUNE, 1978, before me personally appeared WALTER H. BUCK
AND M. G. WONG, to me personally known, who, being by me
duly sworn, says that they are a Vice President and Assistant Vice President,
of BAMERILEASE, INC., that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation, 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.

Frances Chew
Notary Public



[Notarial Seal]

My Commission expires 3-15-80

| <u>Manufacturer</u> | <u>Description</u> | <u>Quantity</u> | <u>Serial Numbers</u> | <u>Specification</u> |
|--------------------------|--|-----------------|---|----------------------|
| Union Tank Car Company | 100 ton, 23,000 gallon Capacity Tank Cars | 15 | 76988-76992, 76995, 76996, 76998, 77000-77004, 77006, 77012 | NA-13 |
| North American Car Corp. | 5750 Cu. Ft. Capacity Covered Hopper Cars | 20 | 58731-58750 | D-3388 |
| North American Car Corp. | 3000 Cu. Ft. Capacity Covered Hopper Cars | 3 | 93577-93579 | BM3-28 |
| North American Car Corp. | 3000 Cu. Ft. Capacity Covered Hopper Cars | 6 | 93617-93622 | BM3-30 |

LESSEE'S SUPPLEMENTAL CONSENT AND AGREEMENT

The undersigned, NORTH AMERICAN CAR CORPORATION (hereinafter called the Lessee), the Lessee named in the Lease (hereinafter, as amended by amendments thereto dated December 5, 1977, and March 20, 1978, called the "Lease") referred to in the Assignment of Lease and Agreement dated as of July 1, 1977 as amended by amendments thereto dated as of December 15, 1977 and March 20, 1978, (hereinafter, as so amended, called the Lease Assignment), hereby:

(a) acknowledges receipt of a copy of the Lease Assignment Amendment dated as of March 20, 1978;

(b) consents to all the terms and conditions of the Lease Assignment as amended by such Lease Assignment Amendment; and

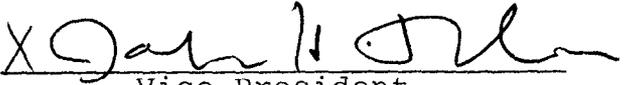
(c) agrees that all references in the Lessee's Consent and Agreement dated as of July 1, 1977, to the Lease and the Lease Assignment shall be deemed to refer to the Lease, as amended as aforesaid, and the Lease Assignment, as amended as aforesaid.

This Supplemental Consent and Agreement, when accepted by the Agent by signing the acceptance at the foot hereof, shall be deemed to be a contract under the laws of the State of Illinois and, for all purposes, shall be construed

in accordance with the laws of said State.

Dated as of March 20, 1978.

NORTH AMERICAN CAR CORPORATION,
as Lessee.

By X 
Vice President

(Corporate Seal)

Attest:


Assistant Secretary

The foregoing Amended Consent and Agreement is hereby
accepted as of the 20th day of March, 1978.

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF CHICAGO,
as Agent.

By 
Vice President