



NORTH AMERICAN CAR CORPORATION

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

RECORDATION NO. 9138-E Filed & Recorded

JUN 29 1978 11 25 PM

June 27, 1978

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Section 20c Filing: Amendment dated as of June 26, 1978 to Equipment Trust Agreement dated as of December 15, 1977, by and between North American Car Corporation ("North American") and Continental Illinois National Bank and Trust Company of Chicago, as Trustee.

RECEIVED
JUN 28 11 20 AM '78
T.C.C.
FEE OPERATION B.R.I.

Dear Mr. Secretary:

Enclosed for recording under Section 20c of the Interstate Commerce Act are six executed counterparts of the Amendment ("Amendment") dated as of June 26, 1978, to the Equipment Trust Agreement ("Agreement") dated as of December 15, 1977, by and between North American and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee"), 231 S. LaSalle Street, Chicago, Illinois 60693. The Agreement was recorded with the Interstate Commerce Commission at 10:00 a.m. on December 28, 1977, and was assigned Recordation No. 9138.

Under the Agreement and the Amendment, North American leases the equipment described therein from the Trustee in accordance therewith and assigns to the Trustee as security for North American's obligation under the Agreement all amounts due and payable under any sublease of the Equipment or any guaranty thereof.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10 as the recording fee for the Amendment to the Agreement.

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 the enclosed counterparts for recording 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.

8479A066
Date JUN 28 1978
Fee \$ 10-

Very truly yours,

James M. Gillespie
James M. Gillespie
Attorney

ICC Washington, D. C.

JMG/mjw
Enclosures

C. Quinterio
R. Embora

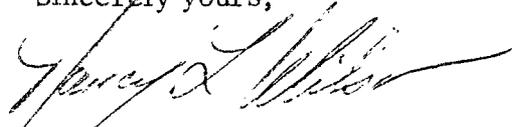
Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Dear
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **June 28,** at **11:25 PM** and assigned recordation number **(9)138-E**

Sincerely yours,



Nancy L. Wilson
Acting Secretary

Enclosure(s)

9138
25 723

RECORDATION NO. 9138-E Filed & Recorded

A M E N D M E N T

JUN 28 1978 - 11 25 PM

Dated as of June 26, 1978 ~~ILLINOIS~~ ~~COMMERCE~~ COMMISSION

Attachment B to the Equipment Trust Agreement dated as of December 15, 1977 ("Agreement"), by and between North American Car Corporation ("Company") and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee") is hereby amended to delete from such Attachment B the cars described in Exhibit 1 attached hereto.

IN WITNESS WHEREOF, the Company 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 written.

(CORPORATE SEAL)

Attest: 
R. A. NOBACK

NORTH AMERICAN CAR CORPORATION,

By James F. Compton
Vice President

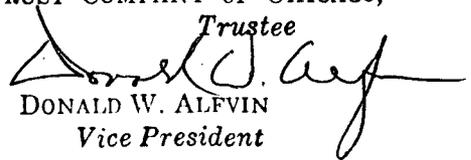


(CORPORATE SEAL)

Attest: 
Trust Officer

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO,

Trustee
By DONALD W. ALFVIN
Vice President



STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 26th day of June before me personally appeared James F. Compton to me personally known, who, being by me duly sworn, says that he is Vice President 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 on 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.


M. J. Winkelman
Notary Public

My Commission Expires 4-3-82

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 26th day of June 1978 before me personally appeared Donald W. Alvin, to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on June 26, 1978 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 such corporation.


Notary Public R. S. DONOVAN

My Commission Expires April 26, 1980



STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

To Wit:

IN THE MATTER OF registration of an Equipment Trust Agreement dated as of the 15th day of December, 1977 and made from North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, for the purpose of securing Equipment Trust Certificates, Second 1977 Series, of North American Car Corporation.

James F.
I, Compton of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Vice President of North American Car Corporation, the mortgagor or assignor named in the annexed instrument containing a mortgage, charge or assignment made by the said North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, 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 North American Car Corporation at the City of Chicago, in the State of Illinois, on the 26th day of June, 1978

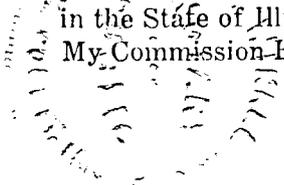
James F. Compton



SWORN before me at the
City of Chicago in the
State of Illinois,
the 26. day of June,
1978



M. J. Winkelman
A Notary Public in and for said County
in the State of Illinois.
My Commission Expires 4-3-82



STATE OF ILLINOIS }
COUNTY OF COOK } SS.:

To Wit:

IN THE MATTER OF registration of an Equipment Trust Agreement dated as of the 15th day of December, 1977 and made from North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, for the purpose of securing Equipment Trust Certificates, Second 1977 Series, of North American Car Corporation.

I, Donald W. Alvin, of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

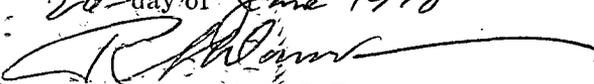
1. I am an officer holding the office of Vice President of Continental Illinois National Bank and Trust Company of Chicago, the mortgagee, trustee or grantee named in the annexed instrument made from North American Car Corporation to the said Continental Illinois National Bank and Trust Company of Chicago, as Trustee, 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 being the instrument containing the mortgage, charge or assignment was executed in good faith and for the purpose of securing payment of the Equipment Trust Certificates, Second 1977 Series, referred to therein and not for the mere purpose of protecting the chattels or 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.


DONALD W. ALVIN

SWORN before me at the
City of Chicago in the
State of Illinois, this

26th day of June 1978


R. S. DONOVAN

A Notary Public in and for said County
in the State of Illinois.

My Commission Expires April 26, 1980

Deleted

EXHIBIT 1 TO AMENDMENT DATED JUNE 26, 1978
TO EQUIPMENT TRUST AGREEMENT DATED AS OF
DECEMBER 15, 1977 BETWEEN NORTH AMERICAN
CAR CORPORATION AND CONTINENTAL ILLINOIS
NATIONAL BANK & TRUST COMPANY OF CHICAGO,
AS TRUSTEE

<u>Quantity</u>	<u>Serial Number</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Description</u>
21	33467-33487	T-549	Class 105A300W, 100-ton 34,000 Gallon Capacity Tank Cars
1	35586	T-549	Same as above
6	35588-35593	T-549	Same as above
50	35595-35644	T-549	Same as above
1	72336	T-105	Class 111A100W3, 100-ton, 21,000 Gallon Capacity Tank Cars
13	72338-72350	T-105	Same as above
1	77013	T-106	Class 111A100W3, 100-ton, 24,000 Gallon Capacity Tank Cars
1	77025	T-106	Same as above
1	77038	T-106	Same as above
2	93657-93658	L-651	Class L0, 100-ton, 3,000 Cu. Ft. Hopper Cars
10	93675-93684	L-651	Same as above