



# NORTH AMERICAN CAR CORPORATION

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

RECORDATION NO. 6554-F Filed December 5, 1980

DEC 22 1980 - 1 40 PM

357A02

No. DEC 22 1980  
Date: 10:00  
Washington, D. C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: Section 11303 Filing: Supplement Agreement dated as of December 5, 1980, ("Supplement") to Equipment Trust Agreement dated as of February 1, 1972, ("Agreement") by and between North American Car Corporation (the "Company") and The Northern Trust Company (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 6554.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Exhibit A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, 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,

James M. Gillespie  
Attorney

JMG/dak  
enclosures

*Johnnie Bonds*  
*James M. Gillespie*

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/22/80

OFFICE OF THE SECRETARY

**James M. Gillespie, Atty.**  
**North American Car Corp.**  
**222 South Riverside Plaza**  
**Chicago, Illinois 60606**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **12/22/80** at **1:40pm**, and assigned re-  
recording number(s). **6554-E**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 6554-E Filed 1425

DEC 22 1980 -1 40 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

This Supplement dated as of DEC 5 1980 (the "Supplement"), to the Equipment Trust Agreement dated as of February 1, 1972, (the "Agreement"), by and between North American Car Corporation (the "Company") and The Northern Trust Company, as Trustee, (the "Trustee").

W I T N E S S E T H

WHEREAS, pursuant to Section 5.06 of the Agreement, the Company wishes to transfer to the Trustee and subject to the terms of the Agreement the equipment described in Schedule A hereto in substitution for the Equipment described in Schedule I hereto, constituting a part of the Trust Equipment which has become worn out, unsuitable for use, lost or destroyed and

WHEREAS, Section 5.03 of the Agreement provides that in the event the Company shall cause to be transferred to the Trustee Equipment in addition to, or in substitution for, any of the Equipment specifically described in or subjected to the Agreement, that such additional or substituted Equipment shall be included as a part of the Trust Equipment by a Supplement to the Agreement, and shall be subjected to all the terms and conditions of said Agreement as though it had been part of the Trust Equipment specifically described in the Agreement;

NOW THEREFORE, it is hereby agreed that the equipment described in Schedule A is hereby included as part of the Trust Equipment, as defined in the Agreement, and is made subject to all the terms and conditions of the Agreement, and that the equipment described in Schedule I is hereby released from the terms and conditions of the Agreement and shall no longer constitute Trust Equipment under the Agreement.

Except as amended herein, the Agreement will continue in full force and effect.

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 above written.

NORTH AMERICAN CAR CORPORATION

By J. Hamlin

(Corporate Seal)

ATTEST:

James M. Miller  
Assistant Secretary

THE NORTHERN TRUST COMPANY,  
as Trustee

By [Signature]

(Corporate Seal)

ATTEST:

[Signature]

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 5th day of December, 1980, before me personally appeared J. Harrison, to me personally known, who being by me duly sworn, says that he is a 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 signed and sealed on behalf of said corporation by authority of Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janet L. Santarelli  
Notary Public

My Commission Expires:

My Commission Expires: 12/31/1982

State of Illinois )  
 ) SS  
County of Cook )

On this 18 day of December before me personally appeared N. T. ROSSON, to me personally known, says that he is a SECOND VICE PRESIDENT of The Northern Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and 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.

Cecilia Boby  
Notary Public

My Commission Expires:

9-12-82

SCHEDULE I

NORTH AMERICAN CAR CORPORATION  
FIRST 1972 EQUIPMENT TRUST  
RELEASED CARS

<u>QUANTITY</u>	<u>SERIAL NUMBERS</u>	<u>DESCRIPTION</u>	<u>FAIR VALUE DETERMINED IN ACCORDANCE WITH SECTION 1.01 OF THE AGREEMENT</u>	<u>UNITS OF EQUIPMENT FIRST PUT INTO SERVICE NO LATER THAN THIS DATE</u>
10	16310-16319	16,500 gallon capacity tank cars	\$ 131,535.16	7/71
31	23693, 23697-23699 23708-23710 23715, 23718 23720, 23722 23728, 23788 23789, 23810-23814 23849, 23852 23853, 23859 23871-23872 23882-23885 23887, 23889	20,600 gallon capacity tank cars	332,744.76	3/71
6	25490-25491 25494, 25502 25503, 25519	24,000 gallon capacity tank cars	77,389.37	1/71
1	25514	23,800 gallon capacity tank car	13,564.66	4/71
92	48178 48180-48184 48186-48188 48190-48193 48196, 48198 48200-48233 48236-48263 48265 48267-48275 48277, 48280 48337, 48412 48478	4,400 cu. ft. hopper cars	952,098.04	11/70
7	48581-48582 48585-48587 48594, 48705	4,400 cu. ft. hopper cars	74,857.23	11/71
28	49268, 49295 49299, 49336 71005, 71009 71015, 71052 71055-71060 71062-71069 71078, 71089 71104, 71105 71108, 71177	20,600 gallon capacity tank cars	304,170.76	8/71
<u>1</u>	90258	4,200 cu. ft. hopper cars	<u>13,996.31</u>	4/71
<u>176</u>			<u>\$ 1,900,356.29</u>	

SCHEDULE A

NORTH AMERICAN CAR CORPORATION  
 FIRST 1972 EQUIPMENT TRUST  
 REPLACEMENT CARS

<u>QUANTITY</u>	<u>SERIAL NUMBERS</u>	<u>DESCRIPTION</u>	<u>ORIGINAL COST (AS DEFINED IN AGREEMENT)</u>	<u>FAIR VALUE TO THE COMPANY (DETERMINED IN ACCORDANCE WITH SECTION 1.01 OF THE AGREEMENT)</u>	<u>UNITS OF EQUIPMENT FIRST PUT INTO USE NOT EARLIER THAN THIS DATE</u>
57	480650-480706	4,750 cu. ft. hopper cars	\$2,006,487.00	\$ 1,926,227.52	4/79