

RECORDATION NO. 6592-G FROM 1488

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AMERICAN
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MAR 19 1982 .2 50 PM
INTERSTATE COMMERCE COMMISSION

No. MAR 19 1982

NORTH AMERICAN CAR CORPORATION
33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

January 25, 1982

Date.....
Fee \$.....

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

*filed in 6592 but no date/Rev. to
of (ICC) (m) (6)*

I have enclosed an original and several counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Supplemental Trust Agreement, a secondary document dated as of January 25, 1982.

The primary document to which this is connected is recorded under Recordation No. 6592.

The names and addresses of the parties to the document are as follows:

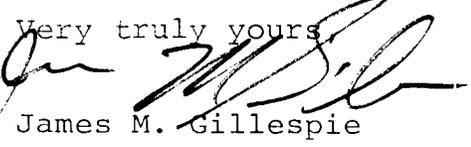
- Obligor: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603
- Trustee: Harris Trust and Savings Bank, as Trustee
111 West Monroe Street
Chicago, Illinois 60603

The equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows:

Supplemental Trust Agreement to an Equipment Trust Agreement with Recordation No. 6592 , dated as of 1/25/82 covering the equipment described therein.

Very truly yours

James M. Gillespie

JMG:bmt
Enclosures

Countersigned - Wm. H. Fontaine

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

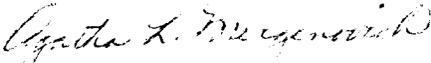
James M. Gillespie
North American Car Corporation
33 West Monroe
Chicago, Illinois 60603

March 19, 1982

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 3/19/82 at 2:50PM , and assigned re-
recording number(s). 6592-G

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

MAR 19 1982 -2 50 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL TRUST AGREEMENT

Dated as of January 25, 1982

THIS SUPPLEMENTAL TRUST AGREEMENT ("Supplement") dated as of January 25, 1982 between NORTH AMERICAN CAR CORPORATION (the "Company") and HARRIS TRUST AND SAVINGS BANK, as Trustee (the "Trustee");

W I T N E S S E T H :

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of May 1, 1972 (the "Trust Agreement"), providing for the issue of its 8- $\frac{1}{2}$ % Equipment Trust Certificates, Second 1972 Series due May 15, 1987 (the "Trust Certificates"), in the aggregate principal amount of \$1,530,000, a true copy of which Trust Agreement is, if the Trustee so directs, annexed hereto as Appendix B, the terms and provisions of which Trust Agreement are incorporated by reference herein, and the definitions provided in said Trust Agreement are hereby extended to apply to all capitalized terms used herein and not otherwise herein defined; and

WHEREAS the Company desires to effect a substitution under the Trust Agreement for certain of the Trust Equipment which has been destroyed or otherwise disposed of, or has become unsuitable or unnecessary for the use of the Company;

WHEREAS the parties hereto desire to amend the Trust Agreement so as to give effect to such substitution;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

a) Each of the railcars described in Appendix A hereto which has not heretofore been delivered to the Trustee and subjected to the Trust Agreement is hereby delivered to the Trustee and subjected to the Trust Agreement as part of the Trust Equipment thereunder; and the Trustee hereby appoints the Company as the

agent of the Trustee to accept delivery and certify as to the marking of said railcars and of all other railcars which may hereafter be delivered to the Trustee and subjected to the Trust Agreement.

b) All those railcars which have heretofore been subject to the Trust agreement and included among the Trust Equipment, but which are not included among the railcars described in Appendix A hereto, are hereby released by the Trustee from the Trust Agreement.

c) The Trust Equipment subject to the Trust Agreement pursuant to Section 3.01 thereof (as heretofore modified, amended and supplemented) is hereby restated in its entirety to be those railcars described in Appendix A hereto.

The Trustee accepts the provisions of this Supplement but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except as amended hereby, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the restatement of the Trust Equipment and the Trust Agreement, as provided herein, this Supplement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada.

The provisions of this Supplement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 23 through 28 (both inclusive) of the Chattel Mortgage Act of the Province of British Columbia, and amendments thereto, and by Sections 19 through 24 (both inclusive) of the Sale of Goods on Condition Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By *Paul M. Stone*
Vice President

ATTEST:

James M. Silley
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By *P. S. Mason*
Its VICE PRESIDENT

ATTEST:

C. Pette
Its ASSISTANT SECRETARY

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 10th day of February, 1982,
before me personally appeared Paul M. J. O'Hara,
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 instru-
ment was on February 10, 1982, signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the fore-
going instrument was the free act and deed of said corporation.

Debra A. Kelly
Notary Public

My Commission Expires:

My Commission Expires 12/21/1983

(S E A L)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 15th day of March, 1982,
before me personally appeared R. G. MASON,
to me personally known, who, being by me duly sworn, says
that he is VICE PRESIDENT of HARRIS TRUST
AND SAVINGS BANK, that one of the seals affixed to the
foregoing instrument is the corporate seal of said corpora-
tion and that said instrument was on March 15,
1982, 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.

J. Bartolin
Notary Public

My Commission Expires:

DECEMBER 2, 1985

(S E A L)

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
SECOND 1972 SERIES

QUANTITY	SERIAL #	FROM	TO	CAR INIT	RUNNING # FROM	TO	CAR TYPE	MECH DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION
1	012500			NATX 012500			TANK	FRI	T012	50 TON	DOT SPEC. DOT1111A60ALM1
10	013651	013660		NATX 013651	013660		TANK	F	T054	100 TON	DOT SPEC. DOT1111A100M2
1	017153			NATX 017153			TANK	F	T416	100 TON	DOT SPEC. DOT1112J400M
2	017154	017155		NATX 017154	017155		TANK	TP	T616	100 TON	DOT SPEC. DOT1112J400M
1	017157			NATX 017157			TANK	F	T416	100 TON	DOT SPEC. DOT1112J400M
1	017158			NATX 017158			TANK	TP	T616	100 TON	DOT SPEC. DOT1112J400M
1	017185			NATX 017185			TANK	F	T616	100 TON	DOT SPEC. DOT1112J400M
1	017186			NATX 017186			TANK	F	T616	100 TON	DOT SPEC. DOT1112J400M
4	017194	017194		NATX 017187	017194		TANK	TP	T616	100 TON	DOT SPEC. DOT1112J400M
4	021966	021969		NATX 021966	021969		TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
1	021972			NATX 021972			TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
2	021982	021983		NATX 021982	021983		TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
1	021985			NATX 021985			TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
3	021988	021990		NATX 021988	021990		TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
4	022429	022432		NATX 022429	022432		TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
2	024212	024213		NATX 024212	024213		TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
2	024215	024216		NATX 024215	024216		TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
2	024231	024232		NATX 008310	008311		TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
2	024233	024234		NATX 024233	024234		TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
1	024255			NATX 008308			TANK	FM	T105	100 TON	DOT SPEC. DOT1111A100M1
1	024551			NATX 024551			TANK	TMI	T105	100 TON	DOT SPEC. DOT1111A100M1
10	024739	024740		NATX 024739	024740		TANK	FLI	T103	70 TON	DOT SPEC. DOT1111A100M1
1	025051			NATX 025051			TANK	FLI	T106	100 TON	DOT SPEC. DOT1111A100M1
1	025556			NATX 025556			TANK	FMI	T106	100 TON	DOT SPEC. DOT1111A100M1
4	025561	025564		NATX 025561	025564		TANK	FMI	T106	100 TON	DOT SPEC. DOT1111A100M1
1	026252			NATX 026252			TANK	TPAI	T503	50 TON	DOT SPEC. DOT1111A100M1
1	030058			NATX 030058			TANK	TP	T389	100 TON	DOT SPEC. DOT1111A100M1
4	030064	030065		NATX 030064	030065		TANK	TP	T389	100 TON	DOT SPEC. DOT1111A100M1
1	030065	030066		NATX 030065	030066		TANK	TP	T389	100 TON	DOT SPEC. DOT1111A100M1
1	030069			NATX 030069			TANK	TP	T389	100 TON	DOT SPEC. DOT1111A100M1
1	030070			NATX 030070			TANK	F	T389	100 TON	DOT SPEC. DOT1111A100M1
2	030072	030073		NATX 030072	030073		TANK	F	T389	100 TON	DOT SPEC. DOT1111A100M1
1	030075			NATX 030075			TANK	F	T389	100 TON	DOT SPEC. DOT1111A100M1
1	030077			NATX 030077			TANK	F	T389	100 TON	DOT SPEC. DOT1111A100M1
7	030080	030086		NATX 030080	030086		TANK	F	T389	100 TON	DOT SPEC. DOT1111A100M1
1	030090			NATX 030090			TANK	F	T389	100 TON	DOT SPEC. DOT1111A100M1
2	030092	030093		NATX 030092	030093		TANK	F	T389	100 TON	DOT SPEC. DOT1111A100M1
2	030096	030097		NATX 030096	030097		TANK	F	T389	100 TON	DOT SPEC. DOT1111A100M1
2	052775	052776		MILW 101096	101097		HOPPER	LO	L153	100 TON	DOT SPEC. DOT1111A100M1
1	052777			MILW 101113			HOPPER	LO	L153	100 TON	DOT SPEC. DOT1111A100M1
1	052779			MILW 101097			HOPPER	LO	L153	100 TON	DOT SPEC. DOT1111A100M1
3	052780	052782		MILW 101150	101152		HOPPER	LO	L153	100 TON	DOT SPEC. DOT1111A100M1
2	052783	052784		MILW 101134	101135		HOPPER	LO	L153	100 TON	DOT SPEC. DOT1111A100M1
2	052785	052786		MILW 101140	101141		HOPPER	LO	L153	100 TON	DOT SPEC. DOT1111A100M1

APPENDIX A

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
SECOND 1972 SERIES

QUANTITY	FROM	SERIAL #	TO	CAR INTL	RUNNING #	CAR TYPE	MESH DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION
3	052787	052789		MILW 101122	101124	HOPPER	LO L153	100 TON	5,000 CUBIC FEET	
3	052790	052792		MILW 101139	101141	HOPPER	LO L153	100 TON	5,000 CUBIC FEET	
2	052793	052794		MILW 101120	101121	HOPPER	LO L153	100 TON	5,000 CUBIC FEET	
1	052795			MILW 101094		HOPPER	LO L153	100 TON	5,000 CUBIC FEET	
1	052796			MILW 101102		HOPPER	LO L153	100 TON	5,000 CUBIC FEET	
2	052797	052798		MILW 101114	101115	HOPPER	LO L153	100 TON	5,000 CUBIC FEET	
1	052799			MILW 101125		HOPPER	LO L153	100 TON	5,000 CUBIC FEET	

1 071405 NAITX 071405 TANK T T105 100 TON 21,000 GALLON CAPACITY DGT SPEC. DOT111A100M1
119