



NORTH AMERICAN CAR CORPORATION

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

Edward H. Soderstorm II  
General Counsel  
Remarketing Service Division and  
Investor Management Programs  
Law Department  
312.853.5324

1-335A032

RECORDATION NO. 13182-3

DEC 1 - 1981 - 9 35 AM

INTERSTATE COMMERCE COMMISSION

November 16, 1981

No. DEC 1 1981  
Date  
Fee \$ 10.00  
ICC Washington, D. C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RE: Supplement ("Supplement") dated as of November 16, 1981, to the Bailment Agreement and Assignment of Lease ("Bailment Agreement") dated as of February 20, 1981 between North American Car Corporation ("NAC") and The Connecticut Bank and Trust Company, acting not in its individual capacity, but as Trustee (the "Trustee") under Trust Agreement dated as of April 13, 1981, with General Electric Credit and Leasing Corporation.

Dear Secretary:

Enclosed for recording under 49 U.S.C. §11303 are executed counterparts of the Supplement. The Supplement adds those railcars described in the schedule thereto to the terms and conditions of the Bailment Agreement.

Under the Bailment Agreement, NAC assigns to the Trustee all its interest and rights in and to, but not its obligations under, the leases of those railcars described in Schedule B thereto, together with all amounts which may be received or credited to NAC's account in respect of mileage compensation from railroads using those railcars or any other amounts received by or payable to NAC from parties other than the lessee thereof. The Trustee also bails those railcars described in Schedule A thereto (which railcars have been or are to be sold to the Trustee) for the purpose of performing certain leasing, administrative, repair, maintenance and other services with respect thereto.

The Bailment Agreement was recorded with the Interstate Commerce Commission at 2:15 P.M. on July 10, 1981, under Recordation No. 13182. Please file this Supplement under that recordation number.

NAC's address is 33 W. Monroe, Chicago, IL 60603 and the Trustee's address is One Constitution Plaza, Hartford, CT 06115, ATTN: Corporate Trust Dept.

*This one is under 13182-J*

*Countersigned - A. H. Soderstorm II*

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DEC 1 9 27 AM '81



Secretary  
Interstate Commerce Commission  
Page Two

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Also enclosed is a check payable to the Interstate Commerce Commission in the amount of \$10 as the recording fee for this Supplement. Pursuant to the Commission's rules and regulations for the recording of certain documents, you are hereby requested to duly file a counterpart of this Supplement 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 the undersigned.

Sincerely,

NORTH AMERICAN CAR CORPORATION

By   
Edward H. Soderstrom II  
Assistant Secretary

EHS/dak  
enclosures

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

OFFICE OF THE SECRETARY

Edward H. Soderstrom II  
Assistant Secretary  
North American Car Corporation  
33 West Monroe  
Chicago, IL. 60603

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 12/1/81 at 9:35AM, and assigned re-  
recording number(s). 13182-J, & 13182-K

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SUPPLEMENT

SEC 1 - 1981 - 9 25 AM  
13182-5  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, dated as of November 16, 1981, to the BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES, dated as of February 20, 1981, (the "Assignment"), between the Connecticut Bank and Trust Company, acting not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement, dated as of April 13, 1981, with General Electric Credit and Leasing Corporation, a Delaware corporation ("GECC"), and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("NACC"):

WHEREAS, NACC and the Trustee desire to add the units of railroad equipment referred to in Schedule A hereto (the "Equipment") to the Assignment;

WHEREAS, NACC and the Trustee desire to assign the leases referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual covenants and promises contained herein and in the Assignment, the Trustee and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by reference in the Assignment are incorporated herein by reference to the same extent as if set forth herein, except as herein otherwise provided.

1.02. In the event of any discrepancy between the provisions of this Supplement and the provisions of the Assignment, the provisions of the Assignment shall control and the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

2.01. The Assignment is hereby supplemented to add the Leases and the Equipment thereto.

Article III. Representation and Warranties

3.01. The representations, warranties and covenants of NACC in the Assignment are true and correct on and as of the date hereof as though made on and as of this date.

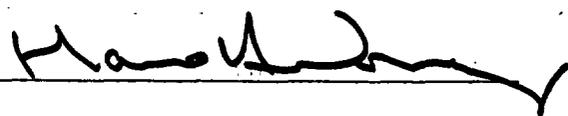
IN WITNESS WHEREOF, NACC and GECC have executed this Supplement as of this 16th day of November, 1981.

NORTH AMERICAN CAR CORPORATION

ATTEST:

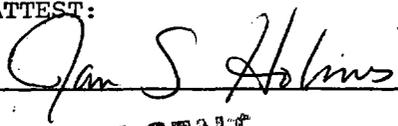


By



THE CONNECTICUT BANK AND TRUST COMPANY,  
acting not in its individual capacity  
but as Trustee under a Trust Agreement,  
dated as of April 13, 1981, with  
General Electric Credit and Leasing  
Corporation

ATTEST:



AGENT

By



AGENT

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this 16th day of November, 1981, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn says that he is a Direct - Investor Management Programs 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 its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Debra A Kelly*  
Notary Public

(Notarial Seal)

My Commission Expires February 23, 1983.

STATE OF )  
 ) SS.:  
COUNTY OF )

On this 23 day of November, 1981, before me personally appeared **Chris Lundberg**, to me personally known, who, being by me duly sworn, says that (s)he is an agent of the Trustee and that said instrument was signed on behalf of said Trustee by authority of appointment dated July 27, 1981, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trustee.

*Anna Marie Delahunt*  
Notary Public

ANNA MARIE DELAHUNT  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1985

(Notarial Seal)

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
5000 cubic foot covered hopper cars, pressure differential unloading (15 PSI), 100-ton trucks, Class L0	11	NAHX 550221-550231	550221-550231

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (including AAR desig.</u>
Car Leasing Agreement 3224-4 (dated 9/12/74) Rider No. 13 (dated 10/29/81)	NAHX 550221-550231	550221-550231	5000 cubic foot covered hopper cars, pressure differential unloading (15 PSI) 100-ton trucks Class L0