



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

RECORDATION NO. 6554-H Filed 1/26

JUN 9 1981 10 PM

INTERSTATE COMMERCE COMMISSION

1-160A069

10.00

May 14, 1981

Secretary
 Interstate Commerce Commission
 Washington, D.C. 20423

Re: Section 11303 Filing: Supplement Agreement dated as of May 14, 1981, ("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.

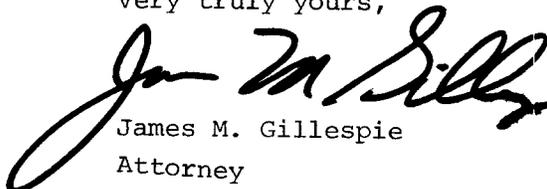
The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

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

Counterpart Grand Johnson

10:00 PM 1981

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

James M. Milleppie
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 6/9/81 at 12:10PM, and assigned re-
recording number(s). 5611-M, 6235-M, 6554-H, 7068-I, &
7068-J,

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 6554-H Filed 1425

JUN 9 - 1981 - 10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

This Supplement dated as of May 14, 1981 (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;

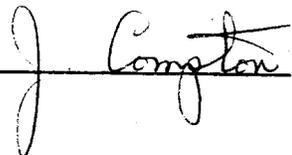
NOW THEREFORE, it is hereby agreed that the equipment described in Schedule A is hereby included as part of the Trust Equipment, as defined in the Agreement, and is made subject to all the terms and conditions of the Agreement and that the equipment described in Schedule I is hereby released from the 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

(Corporate Seal)

By  _____

ATTEST:

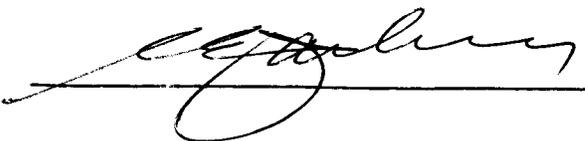

Assistant Secretary

THE NORTHERN TRUST COMPANY,
as Trustee

(Corporate Seal)

By  _____

ATTEST:



NORTH AMERICAN CAR CORPORATION
 FIRST 1972 EQUIPMENT TRUST
RELEASED CARS

SCHEDULE I

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	<u>Fair Value Determined In Accordance With Section 1.01 Of This Agreement</u>	<u>Units Of Equipment First Put Into Service No Later Than This Date</u>
14	50916, 50918, 50924, 50929, 50936, 50940, 50945, 50948, 50950, 50952, 50961, 50979, 52801, 52804	4,750 cu.ft. Hopper Cars	<u>\$193,767</u>	3/73

NORTH AMERICAN CAR CORPORATION
FIRST 1972 EQUIPMENT TRUST
REPLACEMENT CARS

SCHEDULE A

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	<u>Fair Value Determined In Accordance With Section 1.01 Of This Agreement</u>	<u>Units Of Equipment First Put Into Service No Later Than This Date</u>
24	21829-21831, 22100, 22106, 22126-22142, 22144, 22145	20,500 Gallon Tank Cars	<u>\$194,629.74</u>	8/65