



NORTH AMERICAN CAR CORPORATION

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

RECORDATION NO. 10320-H

DEC 19 1980 - 8 45 AM December 17, 1980

0-354A015
No.

DEC 19 1980
Date.....

Fee \$..10.00

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RE: Section 11303 Filing: Supplemental Trust Agreement, dated as of December 5, 1980, ("Supplement"), to Equipment Trust Agreement dated as of March 1, 1979, ("Agreement"), by and between North American Car Corporation (the "Company") and The Bank of New York, as Trustee (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 on April 27, 1979, and was assigned recordation number 10320.

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 is subject to the terms and provisions of the Agreement is as stated in Attachment A thereof, as amended. The Supplement amends and restates Attachment A to the Agreement (as heretofore amended) in its entirety, to be and read as set forth in Appendix A 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
James M. Gillespie
Attorney and Assistant Secretary

JMG/dak
enclosures

DEC 19 8 37 AM '80
MARKET FILES
BRANCH

*This one
to 10320-H*

Carroll - 10/31/80

Put into cell #5

10320-H
RECORDATION NO. 10320-H Filed 1425
DEC 19 1980 8 45 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL TRUST AGREEMENT

Dated as of December 5, 1980

THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of December 5, 1980 ("Supplement"), between North American Car Corporation, a Corporation duly organized and existing under the laws of the State of Delaware (the "Company") and The Bank of New York, as Trustee (the "Trustee"):

WHEREAS, the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement, dated as of March 1, 1979, as thereafter and heretofore supplemented (the "Trust Agreement"), a true copy of which (if the Trustee so directs) is annexed hereto as Appendix "B", providing for the issue of its 10.25% Equipment Trust Certificates, First 1979 Series, due April 1, 1999 (the "Trust Certificates"), in the aggregate principal amount of \$30,000,000;

WHEREAS, the parties hereto desire to amend Attachment A to the Trust Agreement:

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:

Attachment A to the Trust Agreement is hereby amended and restated to be and read in its entirety as set forth 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 for the Amendment of Attachment A as provided herein, 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 Amendment of Attachment A as provided herein, this Supplement shall not supersede, displace or invalidate any prior registration of the Trust Agreement under the laws of any province of Canada.

The provisions of this Supplement and all rights and obligations of the parties hereunder, shall be governed by and construed in accordance

with the laws of the State of New York. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 23 to 28 (inclusive) of the Chattel Mortgage Act of the Province of British Columbia, and amendments thereto, and by Sections 19 to 24 (inclusive) of the Sale of Goods on Condition Act of the Province of British Columbia, and amendments thereto.

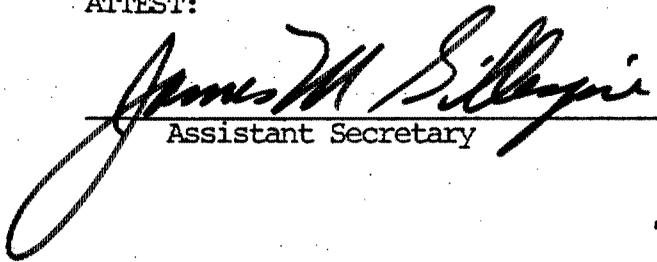
IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be duly executed by their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

NORTH AMERICAN CAR CORPORATION

By

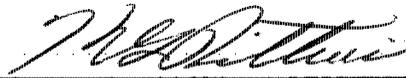

Vice President

ATTEST:


Assistant Secretary

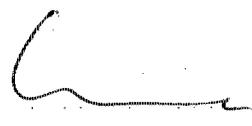
THE BANK OF NEW YORK,
Trustee

By


~~Trust Officer~~

ASSISTANT VICE PRESIDENT

ATTEST:


~~Vice President~~
ASSISTANT SECRETARY

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

TO WIT:

IN THE MATTER of registration of a Supplemental Trust Agreement, dated as of the 5th day of December, 1980, and made from North American Car Corporation to The Bank of New York, as Trustee for the purpose of securing Equipment Trust Certificates, First 1979 Series, of North American Car Corporation.

I, John A. Harrison, 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 The Bank of New York, 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 5th day of December, 1980.

J Harrison

John A. Harrison

Sworn before me at the City of Chicago, in the State of Illinois, the 5th day of December 1980.

Debra A Kelly

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

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

TO WIT:

IN THE MATTER of registration of a Supplemental Trust Agreement, dated as of the 5th day of December, 1980, and made from North American Car Corporation to The Bank of New York, as Trustee for the purpose of securing Equipment Trust Certificates, First 1979 Series, of North American Car Corporation.

I, K. G. Pittius, of the City of New York, in the State of New York, MAKE OATH AND SAY THAT:

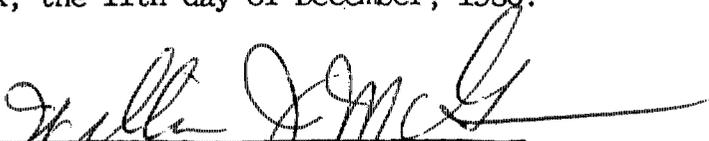
1. I am an officer holding the office of Assistant Vice President of The Bank of New York, the mortgagee, trustee or grantee named in the annexed instrument made from North American Car Corporation to The Bank of New York, as Trustee, and am aware of the circumstances connected with the transaction and 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, First 1979 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.



ASSISTANT VICE PRESIDENT

Sworn before me at the City of New York, in the State of New York, the 11th day of December, 1980.



Notary Public in and for the State of New York.

WILLIAM J. MCGANN
Notary Public, State of New York
No. 24-7829075
Qualified in Kings County
Cert. Filed in New York County
Commission Expires March 20, 1982

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 5th day of December, 1980, before me personally appeared John A Harrison, 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 December 5, 1980, 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

My Commission Expires Feb. 29, 1983

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On this 11th day of December, 1980, before me personally appeared T. G. Feltus, to me personally known, who, being by me duly sworn, says that he is ~~AN~~ ASSISTANT VICE PRESIDENT OF THE BANK OF NEW YORK, that one of the seals affixed to the foregoing instrument is the seal of said corporation and that said instrument was on December 11, 1980, 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.

William J. Mc Gann
Notary Public
WILLIAM J. MC GANN Notary Public
Notary Public, State of New York
No. 24-732325
Qualified in Kings County
Cert. Filed in New York County
My Commission Expires: ~~Commission expires March 30, 1982~~

Quantity	Initials & Serials No.(s)	A.A.R. Mechanical Designation Code	Description
35	AESX 17050-17084	T-104	Class 111A100W3, 100 ton, 17,500 gallon capacity tank cars
26	NATX 17364-17389	T-104	Class 111A100W3, 100 ton, 16,500 gallon capacity tank cars
20	NAHX 36175-36194	L-151	Class L0, 100 ton, 2,917 cu. ft. hopper cars
11	NAHX 36196-36206	L-151	Same as above
50	LUN 36207-36256	L-151	Same as above
30	NAHX 59151-59180	L-254	Class L0, 100 ton, 5,750 cu. ft. hopper cars
10	NAHX 59281-59290	L-254	Same as above
9	NAHX 59325-59333	L-254	Same as above
10	NAHX 59351-59360	L-254	Same as above
1	NATX 72565	T-105	Class 111A100W3, 100 ton, 20,700 gallon capacity tank car
25	NATX 72575-72599	T-105	Same as above
2	NATX 73646-73647	T-651	Class 111A100W1, 100 ton, 20,700 gallon capacity tank cars
6	NATX 77156-77161	T-105	Class 111A100W3, 100 ton, 23,700 gallon capacity tank cars
24	NATX 77162-77185	T-105	Same as above
12	NAHX 93933-93944	L-651	Class L0, 100 ton, 3,000 cu. ft. hopper cars
2	NAHX 93948-93949	L-651	Same as above
1	NAHX 93970	L-651	Same as above
5	NAHX 93975-93979	L-651	Same as above
1	NAHX 93980	L-651	Same as above
1	NAHX 93981	L-651	Same as above
8	NAHX 93982-93989	L-651	Same as above
3	NAHX 390098-390100	L-652	Class L0, 100 ton, 4,000 cu. ft. hopper cars
2	NAHX 390102-390103	L-652	Same as above
3	NAHX 390125-390127	L-652	Same as above
10	NAHX 390130-390139	L-652	Same as above
2	NAHX 390147-390148	L-652	Same as above
13	NAHX 390172-390184	L-652	Same as above
51	NAHX 465200-465250	L-153	Class L0, 100 ton, 4,650 cu. ft. hopper cars
4	NAHX 465300-465303	L-153	Same as above
33	PTEX 465304-465336	L-153	Same as above
90	NAHX 465337-465426	L-153	Same as above
13	NAHX 465427-465439	L-153	Same as above
60	CPI 465440-465499	L-153	Same as above
100	WVRC 480100-480199	L-153	Class L0, 100 ton, 4,750 cu. ft. hopper cars
5	ALM 480770-480774	L-153	Same as above
5	NAHX 480795-480799	L-153	Same as above
2	NAHX 480803-480804	L-153	Same as above
10	NAHX 480815-480824	L-153	Same as above
48	NAHX 481152-481199	L-153	Same as above

Interstate Commerce Commission
Washington, D.C. 20423

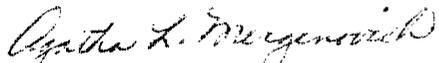
OFFICE OF THE SECRETARY

James M. Gillopie
North American Car Corporation
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 12/19/80 at 8:45AM, and assigned re-
recording number(s). 10320-H

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)