TIGER LEASING GROUP

NORTH AMERICAN CAR CORPORATION

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

Mrs. Lee
this one is
6843-K

December 22, 1980

RECORDATION NO. 6843-K Filed 1425

DEC 23 1980-4 00 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Filing of Supplement dated as of December 17, 1980 (the "Supplement") to Indenture of Mortgage and Deed of Trust dated as of November 1, 1972 ("Mortgage"), among North American Car Corporation (the "Company"), 222 South Riverside Plaza, Chicago, Illinois; North American Car (Canada) Limited ("Guarantor"); and Harris Trust and Savings Bank (the "Trustee").

Dear Secretary:

Enclosed for recording under the Interstate Commerce Act are executed counterparts of the above-described Supplement. Under the Supplement, the Mortgagee releases certain railcars and leases thereof from the encumbrance of the Mortgage.

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 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/tp

Enclosures

6843-K

RECORDATION NO. 6843-K Filed 1425

DEC 23 1980 -4 00 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL INDENTURE

THIS SUPPLEMENTAL INDENTURE OF MORTGAGE AND DEED OF TRUST, DATED THIS 17th day of December, 1980, by and among NORTH AMERICAN CAR CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), NORTH AMERICAN CAR (CANADA) LIMITED, a corporation duly organized and existing under the laws of the Province of Ontario (the "Guarantor"), and HARRIS TRUST AND SAVINGS BANK, an Illinois Banking Corporation, as Trustee (hereinafter referred to as the "Trustee").

W I T N E S S E T H

WHEREAS, the Company and Trustee have heretofore as of the 1st day of November, 1972, executed a certain Indenture of Mortgage and Deed of Trust (hereinafter called the "Indenture"); and

WHEREAS, the Company has given to the Trustee a security interest in and to the Mortgaged Equipment, as therein defined and described; and

WHEREAS, the Company has requested the Trustee to release the railcars described on Schedule I hereto in accordance with the terms of the Indenture;

WHEREAS, Section 12.01 of the Indenture provides that the Company, when authorized by resolution of its Board of Directors and the Trustee, from time to time at any time, may, without the consent of Bondholders, enter into an Indenture or Indentures Supplemental to the Indenture, subject to the conditions and restrictions contained in the Indenture, and that such Supplemental Indentures shall form a part of the Indenture.

NOW, THEREFORE, in consideration of the sum of $1.00 and sufficiency of which are hereby acknowledged, the Company, the Guarantor and the Trustee have executed and delivered this Supplemental Indenture.

The Trustee hereby releases and conveys to the Company the Trust Equipment described on Schedule I hereto.

From and after (but only from and after) the execution of this Supplemental Indenture, the Indenture shall be deemed to be modified as herein provided, and thereafter the Indenture shall be read in connection with this Supplemental Indenture with the same force and effect as if the alterations and modifications set forth in this Supplemental Indenture had been a part of the Indenture at the time of the execution and delivery of the Indenture.

IN WITNESS WHEREOF, the Company, the Guarantor, and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respectible corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By _____
Vice President

ATTEST:
_____
Assistant Secretary

DEC 23 3 54 PM '80
DOCKET RECORDING BRANCH

NORTH AMERICAN CAR (CANADA) LIMITED

By _____

ATTEST:
_____
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By _____
VICE PRESIDENT

ATTEST:
_____
ASSISTANT SECRETARY

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 17th day of December, 1980, before me personally appeared John T. Harrison and James M. Gillespie, to me personally known, who being by me duly sworn say that they are Vice President and Assistant Secretary, respectively, 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 this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lena Prewitt
Notary Public

My Commission Expires:
My Commission Expires March 26, 1983

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 17th day of December, 1980, before me personally appeared Robert A. Greenberg and James M. Gillespie, to me personally known, who being by me duly sworn say that they are Vice President and Assistant Secretary, respectively, of North American Car (Canada) Limited, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lena Prewitt
Notary Public

My Commission Expires:
My Commission Expires March 26, 1983

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 22nd day of December 1980 before me personally appeared R. G. MASON and K W PENN to me personally known, who being by me duly sworn say that they are VICE PRESIDENT and ASSISTANT SECRETARY, respectively, of Harris Trust and Savings Bank that one of the seals affixed to the foregoing instrument is the corporate seal of said bank and that said instrument was on this day signed and sealed on behalf of said bank by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Lanette C. Seay
Notary Public

My Commission Expires:
November 29, 1984

SCHEDULE I

NORTH AMERICAN CAR CORPORATION
THIRD 1972 EQUIPMENT TRUST
RELEASED CARS

QUANTITY	SERIAL NUMBERS	DESCRIPTION	COST	FAIR VALUE
29	25530-25532 25539 25567-25582 25584-25591 25661	23,700 gallon capacity tank cars	$ 642,995.06	$ 807,429.32
33	48736, 48855 48866, 48870 48897, 48915 48916, 48922 48938 48946-48953 48955-48969 48970	4,400 cu. ft. hopper cars	598,952.37	705,110.90
13	49211, 49240 49360, 49364 49368, 49399 49400, 49402 49405, 49416 49469, 49487 49495	4,740 cu. ft. hopper cars	215,903.31	259,994.77
3	71001, 71024 71329	20,600 gallon capacity tank cars	52,560.47	67,606.35
21	75005-75006 75008-75023 75066-75068	20,800 gallon capacity tank cars	353,092.27	454,387.37
99			$ 1,863,503.48	$ 2,294,528.71