

**NORTH  
AMERICAN  
CAR**

**NORTH AMERICAN CAR CORPORATION**

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

RECORDATION NO. *6843-L* Filed 1425

APR 30 1981-10 50 AM

INTERSTATE COMMERCE COMMISSION

1-120A050

March 20, 1981

APR 30 1981

Date.....

Fee \$.....

ICC Washington, D. C.

FEE OPERATION BR.  
I.C.C.

APR 30 10 43 AM '81

RECEIVED

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: Section 11303 Filing: Supplement Agreement dated as of March 20, 1981, ("Supplement") to Equipment Trust Agreement dated as of November 1, 1972, ("Agreement") by and between North American Car Corporation (the "Company") and Harris Trust and Savings Bank (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 6843.

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*  
James M. Gillespie  
Attorney

*Mrs. Lee -  
This one is  
under  
6843 and  
we think the  
next letter is L.  
Please check  
for us.*

*Counterpart - James Battles*

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

OFFICE OF THE SECRETARY

James M. Gillespie  
North American Car Corporation  
33 West Monroe  
Chicago, Illinois 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 4/30/81 at 10:50AM , and assigned re-  
recording number(s). 6843-L

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

CERTIFICATE See Recd. #15039

The undersigned, being duly appointed officers of General Electric Credit Corporation, a <sup>New York</sup> Delaware corporation ("GECC"), and North American Car Corporation, a Delaware corporation ("NACC"), do hereby certify that the transactions contemplated by the Asset Purchase Agreement, dated the 14th day of February, 1986, as amended, entered into by and among GECC and NACC and certain of its subsidiaries and approved pursuant to orders of the United States Bankruptcy Court for the Central District of California in Case No. LA 84-23401-BR through LA 84-23417-BR authorizing such sale were consummated on July 3, 1986. Pursuant to the orders of the Bankruptcy Court, NACC and its subsidiaries sold each and every railcar owned by them to GECC free and clear of any and all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission under the recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of this 3rd day of July, 1986.

ATTEST:

By *[Signature]*  
ITS ASSISTANT SECRETARY

GENERAL ELECTRIC CREDIT CORPORATION,  
a Delaware Corporation  
<sup>NEW YORK</sup>

By *[Signature]*  
Its DESIGNATED REPRESENTATIVE

NORTH AMERICAN CAR CORPORATION, a Delaware Corporation

ATTEST:

By *[Signature]*

By *[Signature]*  
Its PRESIDENT

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL INDENTURE OF MORTGAGE AND DEED OF TRUST, DATED THIS 20th day of March, 1981, 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").

WITNESSETH

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 respectable corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By J. Harrison  
Vice President

ATTEST:

[Signature]  
Assistant Secretary

NORTH AMERICAN CAR (CANADA) LIMITED

By [Signature]

ATTEST:

[Signature]  
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By [Signature]

ATTEST:

[Signature]  
ASSISTANT SECRETARY

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 20th day of March, 1981, before me personally appeared John A. 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.

My Commission Expires:  
- My Commission Expires March 26, 1983

Lina Prewitt  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 20th day of March, 1981, 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.

My Commission Expires:  
- My Commission Expires March 26, 1983

Lina Prewitt  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 16th day of April, 1981 before me personally appeared R. G. MASON and C. POLTER 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.

My Commission Expires:  
- November 29, 1984

Lorette C. Seay  
Notary Public

NORTH AMERICAN CAR CORPORATION  
THIRD 1972 EQUIPMENT TRUST  
RELEASED CARS

SCHEDULE I

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value</u>
2	24270, 24272	20,000 gallon tank cars	\$ 57,997.69	\$ 64,597.06
5	25660, 25662, 25665, 25666 25668	23,000 gallon tank cars	\$ 106,144.99	\$ 118,222.89
13	48726, 48730, 48732, 48742 48749, 48752, 48792, 48794 48812, 48837, 48842, 48867 48929	4,400 cu. ft. hopper cars	\$ 230,970.91	\$ 257,252.36
85	49117-49118, 49121, 49128 49133, 49139, 49140, 49151- 49154, 49157, 49162, 49166 49169, 49171, 49174, 49181 49185, 49200, 49201, 49203 49205, 49207, 49210, 49217 49218, 49220, 49224, 49230 49233, 49238, 49239, 49245 49247, 49248, 49350, 49356 49358, 49362, 49363, 49371 49375, 49378, 49380, 49383 49386, 49389, 49397, 49401 49403, 49404, 49410, 49411 49414, 49424, 49425, 49427 49431, 49440, 49442, 49444 49447, 49450, 49455, 49460 49461, 49463-49465, 49467 49471, 49472, 49474, 49476 49477, 49480, 49481, 49484- 49486, 49491, 49494, 49496 49498	4,700 cu. ft. hopper cars	\$1,422,886.76	\$1,584,792.56

NORTH AMERICAN CAR CORPORATION  
 THIRD 1972 EQUIPMENT TRUST  
 RELEASED CARS

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SCHEDULE I (Continued)

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value</u>
37	71002, 71020-71022, 71045 71047, 71048, 71229, 71230 71232-71234, 71236-71238 71281, 75024-75027, 75029- 75032, 75034-75044, 75064 75070	20,000 gallon tank cars	\$ 639,124.21	\$ 711,848.14
<u>142</u>			<u>\$2,457,124.56</u>	<u>\$2,736,713.01</u>