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December 15, 1983

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INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RE: Notice of Assignment dated December 15, 1983 between North American Car Corporation and General Electric Rail Services Corporation

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the rules and regulations thereunder, enclosed for filing on behalf of North American Car Corporation are three (3) executed originals of the above-captioned Notice of Assignment which relates to a Bailment and Security Agreement dated as of June 11, 1981 and any amendments and supplements thereto and recorded with the Interstate Commerce Commission on June 9, 1981 under Recordation No. 13132. Please record this Notice of Assignment under that Recordation No.

The equipment is covered in the Bailment Agreement and Assignment of Leases and the names and addresses of the parties are as follows:

Assignor:

North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Assignee:

General Electric Rail Services Corporation
33 West Monroe Street
Chicago, Illinois 60603

This Notice of Assignment is notice that all of North American Car Corporation's right, title and interest in and to the Bailment and Security Agreement has been transferred and assigned to General Electric Rail Services Corporation.

PEDERSEN & HOUPT

Secretary
Interstate Commerce Commission
December 15, 1983
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Also enclosed is a check payable to the Interstate Commerce Commission in the amount of \$10.00 to cover the recording fee for this document.

Please cross index this filing against the name of the stated Assignee. Enclosed is an extra \$10.00 fee for this service.

Once the filing has been made, please return to bearer the stamped copies not required for filing purposes, together with the fee receipt and the two extra copies of this letter of transmittal.

Very truly yours,



Allan I. Nathan

AIN/had

Enclosure(s)

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NOTICE OF ASSIGNMENT INTERSTATE COMMERCE COMMISSION

THIS NOTICE OF ASSIGNMENT dated as of the 15th day of December, 1983, given by North American Car Corporation, a Delaware corporation ("NAC") and General Electric Rail Services Corporation, a Delaware corporation ("GERSCO").

W I T N E S S E T H:

WHEREAS, NAC and North American Railcar Partners, Limited entered into that certain Bailment and Security Agreement, dated as of June 11, 1981, and any amendments and supplements thereto (the "Agreement") and filed with the Interstate Commerce Commission on June 9, 1981, under recordation number 13132.

NOW, THEREFORE, pursuant to 49 USC 11303 and the rules and regulations of the Interstate Commerce Commission promulgated pursuant thereto, the parties hereto file this Notice of Assignment to give notice to all persons that all of the right, title and interest of NAC in and to the Agreement have been assigned to and accepted by GERSCO as of December 15, 1983.

IN WITNESS WHEREOF, NAC and GERSCO have executed this
Notice of Assignment as of the date first above written.

NORTH AMERICAN CAR CORPORATION

ATTEST:

[Signature]
Its Asst Secretary

By *[Signature]*
Its VP

GENERAL ELECTRIC RAIL SERVICES CORPORATION

ATTEST:

[Signature]
Its Asst Secretary

By *[Signature]*
Its VP

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

I, OLA JEAN MURRAY, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that K.G. Rusterholtz, VICE President of General Electric Rail Services Corporation, and RAYMOND W. REYDEN, JR., ASST. Secretary of said corporation, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument, as such VICE President and ASST. Secretary, respectively appeared before me this day in person, and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the act of said corporation for the uses and purposes therein set forth; and that said ASST. Secretary then and there acknowledged that he as custodian of the corporate seal of said corporation, did affix the corporate seal of said corporation to said instrument as his own free and voluntary act and as the act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 15th day of December, 1983.

Ola Jean Murray
Notary Public

My Commission Expires: 4-19-86