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December 15, 1983

RECORDATION NO. 13173-A FILED 1485

DEC 21 1983 - 2 40 PM

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

**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 Agreement and Assignment of Leases dated as of July 2, 1981 and any amendments and supplements thereto and recorded with the Interstate Commerce Commission on July 2, 1981 under Recordation No. 13173. Please record this Notice of Assignment under that Recordation No.

*This check  
has  
13173-A  
not been  
of next  
letter.*

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

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

*cross index*

**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 Agreement and Assignment of Leases has been transferred and assigned to General Electric Rail Services Corporation.

**PEDERSEN & HOUPT**

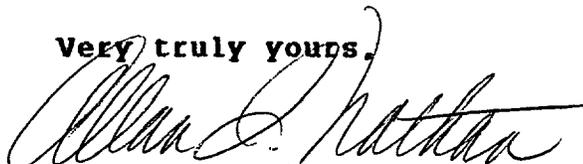
**Secretary**  
**Interstate Commerce Commission**  
**December 15, 1983**  
**Page Two**

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)

C998V

RECORDATION NO. 13173-1A  
FEB 1425

NOTICE OF ASSIGNMENT

DEC 21 1983 -2 10 PM

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 General Electric Credit and Leasing Corporation entered into that certain Bailment Agreement and Assignment of Leases, dated as of July 2, 1981, and any amendments and supplements thereto (the "Agreement") and filed with the Interstate Commerce Commission on July 2, 1981, under recordation number 13173.

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, Laurel G. Dohse, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Paul M. O'Hara, Vice President of North American Car Corporation, and James Gillespie, Assistant 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 Assistant 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 15<sup>th</sup> day of December, 1983.

Laurel G. Dohse  
Notary Public

My Commission Expires: 3/7/87

