

LAW OFFICES
PEDERSEN & HOUPT

A PROFESSIONAL CORPORATION
180 NORTH LASALLE STREET
SUITE 3400
CHICAGO, ILLINOIS 60601
(312) 641-6888

WRITER'S DIRECT DIAL NO. 781-

JAMES J. CLARKE II
MARILEE ROBERG
MARC D. JANSER
THOMAS F. BRETT II
ALLAN I. NATHAN
ARTHUR M. HOLTZMAN
DONALD J. MORAN
JOHN P. BURKE
JOHN H. MUEHLSTEIN
ARTHUR B. STERNBERG

STEVEN M. STONE
PATRICIA J. COONS
JAMES K. HENEGAN
JEFFREY H. FRANK
ROBERT M. SKOWRONSKI
LINDA B. MOTZ
RICHARD DEMAREST YANT
OF COUNSEL
GERALD H. PUGH

PEER PEDERSEN
RICHARD V. HOUPT
GEORGE L. PLUMB
JAMES K. STUCKO
PETER O'CONNELL KELLY
THOMAS J. KELLY
SHELDON DAVIDSON

GREGORY J. PERRY
DAVID C. NEWMAN
HERBERT J. LINN
PAUL S. ALTMAN
J. DAVID SANNER
THEODORE E. CORNELL III
JONATHAN B. GILBERT

December 15, 1983

RECORDATION NO. 13182-9 Filed 1425

DEC 21 1983 - 2 42 PM

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 Agreement and Assignment of Leases dated as of February 20, 1981 and any amendments and supplements thereto and recorded with the Interstate Commerce Commission on July 10, 1981 under Recordation No. 13182. 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 to the Notice of Assignment are as follows:

Assignor:

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

Cross street
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.

this should be 13182-9

PEDERSEN & HOUPT

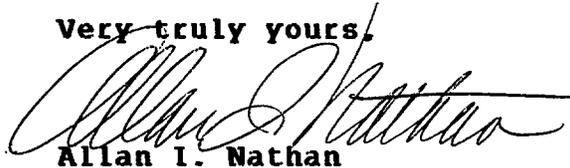
Secretary
Interstate Commerce Commission
December 15, 1983
Page Two

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,

A handwritten signature in cursive script, appearing to read "Allan I. Nathan", is written over the typed name.

Allan I. Nathan

AIN/had

Enclosure(s)

0999V

RECORDATION NO. 13182-9 Filed 1225

NOTICE OF ASSIGNMENT

DEC 21 1983 - 2 40 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").

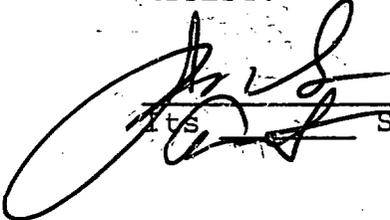
W I T N E S S E T H:

WHEREAS, NAC and Connecticut Bank and Trust Company, N.A., not in its individual capacity, but solely as Trustee under Trust Agreement dated April 13, 1981 between it and General Electric Credit and Leasing Corporation entered into that certain Bailment Agreement and Assignment of Leases, dated as of February 20, 1981, and any amendments and supplements thereto (the "Agreement") and filed with the Interstate Commerce Commission on July 10, 1981, under recordation number 13182.

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.

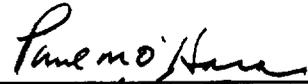
ATTEST:


Its _____
Secretary

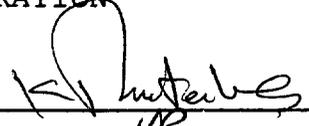
ATTEST:


Its Asst Secretary

NORTH AMERICAN CAR CORPORATION

By 
Its _____

GENERAL ELECTRIC RAIL SERVICES
CORPORATION

By 
Its _____

