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December 15, 1983

RECORDATION NO. 13677-1A
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 10, 1982 and any amendments and supplements thereto and recorded with the Interstate Commerce Commission on June 25, 1982 under Recordation No. 13677. 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

over event
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.

*Not done
with
next letter
13677-*

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)

1000V

REGISTRATION NO. 13677-1A
FILED 1425

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 General Electric Credit and Leasing Corporation entered into that certain Bailment Agreement and Assignment of Leases, dated as of February 10, 1982, and any amendments and supplements thereto (the "Agreement") and filed with the Interstate Commerce Commission on June 25, 1982, under recordation number 13677.

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:


[Signature]
Its _____ Secretary

NORTH AMERICAN CAR CORPORATION

By [Signature]
Its _____

ATTEST:

[Signature]
Its AST Secretary

GENERAL ELECTRIC RAIL SERVICES
CORPORATION

By [Signature]
Its _____

