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December 15, 1983

RECORDATION NO. 13680  
FILED 415

DEC 21 1983 - 2 49 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. 13680. 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

**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 & HOIPT

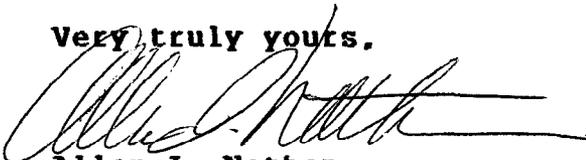
Secretary  
Interstate Commerce Commission  
December 15, 1983  
Page Two

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)

1001V

REGISTRATION NO. 13680 Filed

DEC 21 1983 - 2 41 PM

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 Connecticut Bank and Trust Company, N.A., not in its individual capacity, but solely as Trustee under Trust Agreement dated February 10, 1982 between it 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 13680.

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 Asst Secretary

NORTH AMERICAN CAR CORPORATION

By [Signature]  
Its \_\_\_\_\_

GENERAL ELECTRIC RAIL SERVICES CORPORATION

By [Signature]  
Its \_\_\_\_\_

ATTEST:

[Signature]  
Its Asst Secretary



