



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

RECORDATION NO. 13689-13 Filed 1425
JAN 24 1983 -2 55 PM
INTERSTATE COMMERCE COMMISSION

December 28, 1982

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

I have enclosed several originals of the document described below, to be recorded pursuant to Section 11303 of title 49 of the U.S. Code.

This document is a Supplement to Mortgage, a secondary document, dated as of September 29, 1982.

*This one is
13689-B*

The primary document to which this document is connected is recorded under recordation no. 13689.

The names and addresses of the parties are:

Mortgagor
("Borrower"): North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Mortgagee:
("Bank"): Credit Lyonnais
Los Angeles Branch
555 South Flower Street
Los Angeles, California 90071

Attn: Lazare Tannenbaum

The Equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows:

— Restatement of all Equipment —

Supplement to Mortgage, dated as of September 29, 1982, from North American Car Corporation, the Borrower, in favor of Credit Lyonnais, the Bank, covering the Equipment listed in said Supplement to Mortgage.

Very truly yours,

James M. Gillespie

JMG:bmt
Enclosures

1.3689-B

RECORDATION NO. 13689-B
Filed 1428

JAN 24 1983 - 2 55 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO MORTGAGE

This Supplement, executed as of the 29th day of September, 1982 by and between North American Car Corporation (the "Borrower"), and Credit Lyonnais (the "Bank").

W I T N E S S E T H:

WHEREAS, The Borrower has heretofore executed and delivered in favor of the Bank an Equipment Mortgage and Assignment of Leases dated as of June 30, 1982 (the "Mortgage"), which Mortgage was recorded with the Interstate Commerce Commission on June 30, 1982, as Document No. 13689; and

WHEREAS, Borrower and the Bank desire to amend said Mortgage for the sole purpose of amending and restating the list and description of the Equipment subject thereto.

WHEREFORE, NOW, BE IT AGREED as follows:

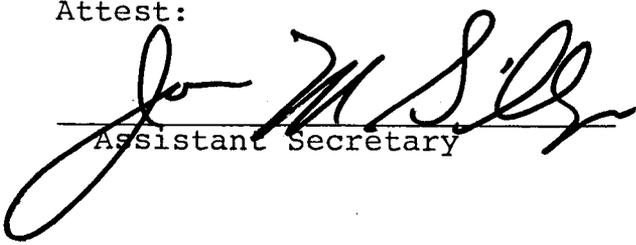
Attachment I, being the list and description of the Equipment subject to said Mortgage, is hereby amended and restated in its entirety to be and read as set forth in Exhibit A hereto and the Equipment subject to said Mortgage shall, from and after the execution and recordation of this Supplement be that as described on Exhibit A hereto.

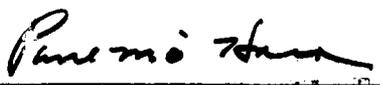
Except as amended hereby, said Mortgage shall remain in full force and effect, and all the terms and provisions thereof are hereby expressly ratified and confirmed.

IN WITNESS WHEREOF, the parties have executed this Supplement as of the date first written above.

North American Car Corporation

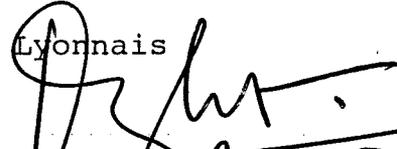
Attest:


Assistant Secretary

By: 
Its Vice President

Attest:

Its _____

Credit Lyonnais
By: 
Its Vice President + degn.

State of Illinois)
) SS:
County of Cook)

On this 29th day of September, 1982, before me personally appeared Paul M. O'Hara, to me personally known, who, being by me duly sworn, says that he is a Vice President of North American Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on September 29 and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Brent T. [Signature]
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

My Commission Expires July 21, 1986

State of California)
) ss:
County of Los Angeles)

On this 14th day of December 1982, before me personally appeared Philippe Lenglet, to me personally known, who being by me duly sworn, says that he is a Vice President & Manager of Credit Lyonnais that one of the seals affixed to the foregoing instrument was on _____, signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lili C. Huang
Notary Public

(NOTARIAL SEAL)

My Commission Expires:



ATTACHMENT I

To be attached to and become a part of that certain Equipment Mortgage and Assignment of Leases dated as of June 30, 1982, (the "Mortgage"), between North American Car Corporation and Credit Lyonnais.

<u>DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>SERIAL NUMBERS</u>	<u>DATE OF LEASE</u>	<u>TERM OF LEASE</u>
4,600 cu. ft. refrigerator car	1	Dresser Industries, Inc.	42718	10/77	5 yrs.
Same as above	1	Peavey Company	42719	10/80	5 yrs.
Same as above	1	Int'l. Multi Foods	42721	06/79	5 yrs.
Same as above	8	None	42734,42760,42769, 42770,42779,42781, 42797,42801	-----	
Same as above	1	Peavey Company	42755	10/80	5 yrs.
4,100 cu. ft. refrigerator car	1	Chgo. & Northwestern	42947	07/81	15 yrs.
4,450 cu. ft. hopper car	1	None	44560	-----	
3,500 cu. ft. hopper car	1	None	52632	-----	
Same as above	1	Olin Chemicals	52639	12/72	10 yrs.
3,400 cu. ft. hopper car	1	Sun Chemical Corp.	94003	12/78	5 yrs.

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DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
3,140 cu. ft. refrigerator car	1	None	102200	-----	20 yrs.
50 ton, 8,400 gal. cap. tank car	1	None	6649		10 yrs.
70 ton, 10,300 gal. cap. tank car	1	Westvaco Corporation	25625	10/79	5 yrs.
100 ton, 29,200 gal. cap. tank car	1	Exxon Chemical Americas	29944	11/81	3 yrs.
Same as above	3	E. I. DuPont Demours	29945, 29950, 29952	01/78	6 yrs.
Same as above	1	Will Bros. Terminal Co.	29946	06/76	8 yrs.
Same as above	2	Union Carbide Corp.	29947, 29949	11/77	5 yrs.
100 ton, 29,200 gal. cap. tank cars	3	Grain Processing Corp.	29948, 29951, 29953	10/78	5 yrs.
100 ton, 33,800 gal. cap. tank car	1	Sun Petroleum Products	33872	12/81	1 yr.
100 ton, 33,800 gal. cap. tank cars	2	American Cyanamid Co.	33876, 33888	06/79	10 yrs.
100 ton, 33,800 gal. cap. tank car	1	C. F. Industries, Inc.	33977	07/79	3 yrs.
Same as above	3	Sun Petroleum Products Co.	34075, 34088, 34089	10/78	10 yrs.
3,500 cu. ft. hopper car	4	Kerr McGee Corporation	49802-49805	12/77	5 yrs.
5,400 cu. ft. hopper car	4	Rohm & Haas Company	54001-54004	10/81	5 yrs.
Same as above	1	None	54005	-----	1 yr.

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DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
3,900 cu. ft. hopper car	1	Filtrol Corporation	99558	05/82	1 yr.
Same as above	1	Sun Chemical Corporation	99559	12/78	4 yrs.
3,500 cu. ft. hopper cars	4	Potash Co. of America	31968-31971	01/80	5 yrs.
Same as above	1	Hooker Chemical	32046	11/78	5 yrs.
3,500 cu. ft. hopper car	4	United States Borax	32047-32050	03/80	5 yrs.
Same as above	2	Kerr McGee Corporation	32056, 32060	12/80	5 yrs.
4,400 cu. ft. refrigerator cars	3	Chgo., Milwaukee, St. Paul	41653-41655	05/78	5 yrs.
3,500 cu. ft. hopper cars	15	Agway Incorporated	51904-51910, 51912-51916, 51920, 51922, 51924	08/80	5 yrs.
3,500 cu. ft. hopper car	1	Olin Chemicals	51919	05/82	1 yr.
4,200 cu. ft. hopper car	9	A. E. Staley Mfg. Co.	90200-90205, 90207-90209	10/75	10 yrs.
Same as above	1	Spreckels Sugar Division	90243	08/80	5 yrs.
50 ton, 8,400 gal. cap. tank cars	2	Spreckels Sugar Division	4931, 4967	02/80	5 yrs.
70 ton flat car	1	Union Carbide Corporation	6519	N/A	1 yr.
50 ton, 8,400 gal. cap. tank cars	4	Pfizer, Inc.	12511-12514	12/81	5 yrs.
2,400 cu. ft. hopper car	1	None	16100	-----	-----

DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
100 ton, 16,300 gal. cap. tank car	1	Union Carbide Corporation	16200	05/78	5 yrs.
100 ton, 20,600 gal. cap. tank cars	2	A. E. Staley Mfg. Company	24225,24226	08/78	5 yrs.
50 ton, 10,100 gal. cap. tank car	1	International Minerals	27630	09/81	3 yrs. 6 mos.
Same as above	1	Union Carbide Corporation	27767	09/79	5 yrs.
Same as above	1	C. F. Industries, Inc.	27781	N/A	5 yrs.
3,500 cu. ft. hopper cars	10	Potash Company of America	31955-31959,31961, 31963-31966	01/80	5 yrs.
Same as above	5	Kerr McGee Corp.	32025-32028,32030	12/80	5 yrs.
3,500 cu. ft. hopper cars	5	Hooker Chemical	32041-32045	11/78	5 yrs.
Same as above	2	Potash Company of America	32051,32053	N/A	5 yrs.
Same as above	1	Van Wagner Chemicals Co.	32052	11/78	5 yrs.
Same as above	1	Pennwalt Corporation	32054	12/78	4 yrs. 7 mos.
3,500 cu. ft. hopper car	2	Kerr McGee Corporation	32057,32058	12/80	5 yrs.
100 ton, 32,700 gal. cap. tank cars	3	Shell Oil Company	32072,32073,32076	01/79	5 yrs.

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DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
100 ton, 32,700 gal. cap. tank cars	2	GHR Energy Corporation	32075,32086	12/79	10 yrs.
Same as above	1	Sun Petroleum Products Company	32077	12/80	5 yrs.
Same as above	3	W. R. Grace & Company	32078-32080	09/79	5 yrs.
Same as above	2	American Cyanamid Company	32081,32121	06/79	10 yrs.
Same as above	3	Exxon Chemical Americas	32082,32087,32088	10/79	5 yrs.
Same as above	1	General Motors Corp.	32085	N/A	-----
3,500 cu. ft. hopper car	1	IMC Chemical Group	38123	12/77	10 yrs.
Same as above	1	Ashland Chemical Co.	38132	N/A	3 yrs.
Same as above	2	None	38133,38143	-----	-----
3.500 cu. ft. hopper car	1	Olin Chemicals	38134	12/72	10 yrs.
Same as above	1	Ozark Mahoning Co.	38142	06/80	5 yrs.

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<u>DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>SERIAL NUMBERS</u>	<u>DATE OF LEASE</u>	<u>TERM OF LEASE</u>
70 ton, 4,500 cu. ft. refrigerator cars	2	Travenol Laboratories Inc.	41101,41102	N/A	3 yrs.
70 ton, 4,600 cu. ft. refrigerator cars	3	Pfizer Inc.	41110,41160,41172	05/79	5 yrs.
70 ton, 4,600 cu. ft. refrigerator cars	16	Grand Trunk Western	41114,41116,41119, 41128,41132,41159, 41162,41164, 41167-41169,41171, 41182-41185	N/A	10 mos.
70 ton, 4,600 cu. ft. refrigerator cars	6	Dresser Industries, Inc.	41121,41158,41170, 41175,41177,41186	11/70	5 yrs.
70 ton, 4,500 cu. ft. refrigerator cars	5	Dresser Industries, Inc.	41328,41330, 41335-41337	06/74	10 yrs.
Same as above	7	Kerr McGee Corporation	41338,41339,41341, 41344,41352-41354	01/78	5 yrs.
Same as above	1	Savannah Foods	41363	07/79	5 yrs.
Same as above	5	Travenol Laboratories Inc.	41379,41383,41386, 41395,41398	N/A	3 yrs.
70 ton, 4,600 cu. ft. refrigerator cars	3	Travenol Laboratories Inc.	41578,41583,41587	N/A	3 yrs.
Same as above	4	Dresser Industries Inc.	41593,41595,41596, 41599	10/77	5 yrs.
Same as above	1	International Multi Foods	41594	N/A	5 yrs.
Same as above	3	Providence	41600-41602	07/77	5 yrs.

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DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
3,500 cu. ft. hopper cars	2	Olin Chemicals	51428,51484	N/A	10 yrs.
Same as above	1	Pennsylvania Glass	51500	05/72	15 yrs.
Same as above	5	Kerr McGee Corporation	51510,51550,51557, 51567,51573	11/78	5 yrs.
Same as above	1	Potash Corporation	51549	02/78	4 yrs.
Same as above	1	Godchaux Henderson	51564	04/79	5 yrs.
Same as above	1	Olin Chemicals	51576	12/72	10 yrs.
4,200 cu. ft. hopper car	1	Grain Processing Corp.	99000	08/81	3 yrs.
4,100 cu. ft. hopper car	1	Mobley Company, Inc.	99500	01/81	3 yrs.
50 ton, 8,400 gal. cap. tank car	1	A. E. Staley Mfg. Company	19725	N/A	10 yrs.
50 ton, 10,100 gal. cap. tank car	1	Exxon Chemical Americas	26321	01/80	3 yrs.
50 ton, 10,200 gal. cap. tank car	1	C. F. Industries, Inc.	26323	05/82	1 yr.
Same as above	1	International Minerals	26325	09/81	3 yrs. 6 mos.
100 ton, 21,000 gal. cap. tank cars	2	Allied Chemical Corp.	28100,28101	04/82	3 yrs.

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<u>DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>SERIAL NUMBERS</u>	<u>DATE OF LEASE</u>	<u>TERM OF LEASE</u>
2,000 cu. ft. hopper car	1	Ocelot Industries Ltd.	30612	06/82	5 yrs.
Same as above	6	Newport News Shipbuilding	30614,30624,30630, 30642,30644,30647	10/80	10 yrs.
100 ton, 31,200 gal. cap. tank cars	2	Big Horn Supply Ltd.	31017,31039	12/81	5 yrs.
Same as above	1	None	31033	-----	5 yrs.
Same as above	1	American Cyanamid Co.	31037	06/79	10 yrs.
70 ton, 3,500 cu. ft. cap. hopper car	1	Exxon Chemical American	31916	11/78	5 yrs.
70 ton, 3,500 cu. ft. cap. hopper car	1	Zapata Haynie Corporation	31917	07/78	3 yrs.
Same as above	1	None	31929	-----	2 yrs.
Same as above	1	Amstar Corporation	31932	04/79	5 yrs.
100 ton, 32,700 gal. cap. tank cars	2	Apex Oil Company	32015,32016	02/82	6 mos.
Same as above	2	GHR Energy Corporation	32017,32036	12/79	10 yrs.
Same as above	3	Big Horn Supply Ltd.	32027,32029,32030	08/79	10 yrs.
100 ton, 32,700 gal. cap. tank car	1	None	32062	-----	-----

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<u>DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>SERIAL NUMBERS</u>	<u>DATE OF LEASE</u>	<u>TERM OF LEASE</u>
100 ton, 3,500 cu. ft. hopper cars	3	Jarrett Ranches Inc.	37150-37152	01/82	2 yrs. 8 mos.
70 ton, 4,400 cu. ft. cap. refrigerator car	1	Endasa	42014	12/81	10 yrs.
100 ton, 3,500 cu. ft. cap. hopper car	1	Potash Corporation	51310	02/78	4 yrs.
Same as above	3	Olin Chemicals Corp.	51316,51390,51420	12/72	10 yrs.
Same as above	1	Texas Mexican Railway Co.	51319	05/79	5 yrs.
Same as above	2	None	51343,51413	-----	-----
Same as above	1	IMC Chemical Group	51371	12/77	5 yrs.
100 ton, 3,500 cu. ft. cap. hopper car	1	Grand Trunk Western RR	60222	09/73	10 yrs.
100 ton, 5,300 cu. ft. cap. refrigerator car	1	Cardium Service	60800	05/78	5 yrs.
Same as above	1	Eagle Picher Industries	60806	06/81	5 yrs.
100 ton, 4,000 cu. ft. cap. hopper car	1	Kerr McGee Corporation	92018	06/74	5 yrs.

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SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
100 ton, 3,000 cu. ft. cap. P.D. hopper cars	29	None	94590-94597, 94598-94614, 94644-94647,	-----	-----
70 ton, 85 ft. length flat cars	3	Union Carbide Corporation	131,194,208	07/74	5 yrs.
70 ton, 52 ft. length flat cars	1	Union Carbide Corporation	211	07/79	5 yrs.
70 ton, 85 ft. length flat car	1	Union Carbide Corporation	269	04/78	5 yrs.
50 ton, 3140 cu. ft. cap. refrigerator cars	4	International Multi Foods	2131,2157,2180,2247	05/79	5 yrs.
50 ton, 3292 cu. ft. cap. refrigerator car	1	None	2325	N/A	N/A
50 ton, 3444 cu. ft. cap. refrigerator cars	2	None	2347,2349	N/A	N/A
50 ton, 10,900 gal. cap. tank cars	8	Insta-Gro International	2431-2432,2435, 2438-2440,2443,2445	06/78	5 yrs.
Same as above	5	Ecusta Paper Division	2450,2457-2459,2463	11/80	5 yrs.
70 ton, 9,900 gal. cap. tank cars	3	Allied Chemical Corporation	2516,2518-2519	06/79	5 yrs.

DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
70 ton, 4644 cu. ft. cap. refrigerator car	1	None	2626	N/A	N/A
100 ton, 10,500 gal. cap. tank cars	2	Endasa	3248,3252	07/79	5 yrs.
70 ton, 85 ft. length flat car	1	Endasa	6517	07/79	5 yrs.
50 ton, 62 ft. length flat car	1	Union Carbide Corporation	7025	09/81	5 yrs.
70 ton, 85 ft. length flat cars	2	Ashland Chemical Co.	7507,7536	07/74	
50 ton, 8,000 gal. cap. tank cars	14	A. E. Staley Mfg. Co.	8101-8105,8126, 8131-8133,8136, 8138,8141-8142, 8172		5 yrs.
70 ton, 85 ft. length flat car	1	None	9032	N/A	N/A

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DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
50 ton, 3,000 cu. ft. cap. refrigerator cars	8	None	10088-10089,10096, 10099,10106,10114, 10118,10121	N/A	N/A
70 ton, 10,600 gal. cap. tank cars	35	Endasa	11700-11709, 11711-11713, 11715-11726, 11728-11729, 11731-11738		20 yrs.
50 ton, 10,500 gal. cap. tank cars	13	Insta-Gro International	15548,15553,15554, 15559,15562,15608, 15610,15612,15615, 15621,15624,15648, 15656		1 yr.
50 ton, 8,000 gal. cap. tank cars	65	Van Stratton Chemical Co.	18121-18128, 18130-18136, 18148-18149, 18151,18153,18154, 18157-18159,18161, 18164-18166, 18170-18175,18177, 18179,18181-18183, 18185-18191, 18193-18194, 18196-18204, 18206-18211,18213, 18215,18219		5 yrs.

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DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
50 ton, 8,000 gal. cap. tank cars	7	A. E. Staley Mfg. Co.	18500,18502, 18505-18509	07/79	5 yrs.
50 ton, 6,000 gal. cap. tank car	1	Pennzoil Company	18600	01/79	5 yrs.
50 ton, 4,000 gal. cap. tank cars	2	Pennzoil Company	18800,18950	01/79	5 yrs.
50 ton, 8,000 gal. cap. tank car	1	A. E. Staley Mfg. Co.	19256	09/81	5 yrs.
100 ton, 12,600 gal. cap. tank cars	9	Amoco Oil Company	19434,19439,19446, 19447,19461,19464, 19467,19468,19477	12/77	5 yrs.
70 ton, 10,000 gal. cap. tank car	1	3M Company	19628	06/79	5 yrs.
Same as above	1	Rohm and Haas Company	19800	01/79	5 yrs.
50 ton, 8,000 gal. cap. tank car	1	Endasa	20088	07/80	20 yrs.
100 ton, 20,700 gal. cap. tank car	1	Cy/Ro Industries Partnership	21189	01/82	5 yrs.
100 ton, 20,500 gal. cap. tank car	1	Endasa	21533	07/80	20 yrs.

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<u>SUBJECT TO THE MORTGAGE</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>SERIAL NUMBERS</u>	<u>DATE OF LEASE</u>	<u>TERM OF LEASE</u>
70 ton, 21,000 gal. cap. tank car	1	B. P. North America, Inc.	21904	09/80	5 yrs.
100 ton, 20,700 gal. cap. tank cars	5	Oklahoma Refining Co.	23595-23596, 23668-23669,23705	07/79	5 yrs.
100 ton, 24,100 gal. cap. tank cars	2	Ferro Corporation	25475-25476	03/78	5 yrs.
100 ton, 24,000 gal. cap. tank cars	5	Monsanto Company	25490-25491,25494, 25502,25503	04/81	5 yrs.
50 ton, 4,000 gal. cap. tank car	1	Pennzoil Company	25703	06/79	5 yrs.
50 ton, 6,000 gal. cap. tank cars	3	Chevron U.S.A. Inc.	25853,26101-26102	01/78	5 yrs.
70 ton, 1,950 cu. ft. cap. hopper car	1	Endasa	30019	07/79	5 yrs.
Same as above	20	Southern Bell	30033,30050, 30052-30058, 30060-30062, 30064-30065,30067, 30069-30070, 30072-30074	07/79	5 yrs.

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DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
100 ton, 33,700 gal. cap. tank car	1	None	30087	N/A	N/A
70 ton, 1,950 cu. ft. cap. hopper cars	7	Ideal Basic Industries	30128-30129,30134, 30136-30137,30145, 30147	06/77	5 yrs.
70 ton, 2,003 cu. ft. cap. hopper cars	3	Endasa	30260-30261,30266		
70 ton, 1,950 cu. ft. cap. hopper cars	4	International Building	30490,30492, 30496-30497	01/82	5 yrs.
Same as above	45	Ideal Basic Industries	30500,30502,30504, 30506-30508,30510, 30513-30515,30517, 30519,30522,30525, 30527,30529, 30534-30538,30540, 30543,30546-30549, 30551-30553,30555, 30557-30559, 30562-30569,30571, 30573-30574	06/77	5 yrs.

DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
70 ton, 2,010 cu. ft. cap. hopper cars	24	Endasa	30613, 30615-30623, 30626-30628, 30631-30633, 30635-30637, 30640-30641, 30645-30646, 30648	07/80	20 yrs.
70 ton, 2,003 cu. ft. cap. hopper cars	74	Southern Pacific	31000, 31003-31004, 31007, 31009-31013, 31098, 31107, 31112-31114, 31121-31123, 31129-31131, 31134, 31141-31142, 31144, 31153-31156, 31159-31161, 31191, 31194, 31202-31204, 31206-31208, 31210-31213, 31216, 31218-31219, 31224-31225, 31227-31228, 31235-31238, 31240, 31244-31248, 31250, 31252, 31254-31258, 31260, 31264-31266, 31268-31270	06/77	5 yrs.

DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
70 ton, 2,003 cu. ft. cap. hopper cars	21	Grand Prairie Farmers Co.	31287-31288, 31296-31297, 31299-31303, 31305-31311, 31314, 31316, 31319, 31321, 31323	08/80	5 yrs.
70 ton, 2,003 cu. ft. cap.	62	Ottawa Silica Company	31366, 31368, 31378, 31383, 31386, 31388, 31394, 31396, 31398, 31399, 31401-31403, 31405-31407, 31409, 31434, 31436-31437, 31439, 31441-31442, 31444-31445, 31447-31449, 31459-31461, 31465, 31467-31470, 31474-31475, 31478-31479, 31481-31482, 31485-31495, 31497, 31499, 31501-31503, 31505-31508	05/79	5 yrs.
70 ton, 2,003 cu. ft. cap. hopper cars	5	Newport News Shipbuilding	31535, 31539, 31544, 31547, 31551	12/81	5 yrs.
Same as above	19	Ideal Basic Industries	31577-31583, 31585-31586, 31590, 31592, 31594, 31597, 31599, 31604-31605, 31608, 31610, 31615	05/79	5 yrs.

DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NUMBERS	DATE OF LEASE	TERM OF LEASE
50 ton, 2,600 cu. ft. cap. hopper cars	8	Grain Processing Corp.	31752,31754-31757, 31800,31802-31803	07/77	
100 ton, 3,200 cu. ft. cap. hopper car	1	Oahe Grain Co.	33075	07/79	5 yrs.
70 ton, 3,000 cu. ft. cap. hopper cars	3	America Colloid Co.	34044,34060,34092	05/76	7 yrs.
70 ton, 2,900 cu. ft. cap. hopper cars	4	Ensco Industries, Inc.	34115,34128,34131, 34135	06/79	5 yrs.
100 ton, 34,000 gal. cap. tank cars	8	Arco Chemical Co.	34498,34542,34546, 34551,34652,34668, 34669,34679	12/69	5 yrs.
100 ton, 34,000 gal. cap. tank car	1	Wanda Petroleum Co.	34925		15 yrs.
70 ton, 2,900 cu. ft. cap. hopper cars	3	Reynolds Metals Company	35003,35006-35007	05/79	5 yrs.
70 ton, 2,003 cu. ft. cap. hopper cars	2	Ideal Basic Industries	36003,36010		
70 ton, 3,200 cu. ft. cap. hopper cars	6	Federal Bentonite Company	36510-36511,36514, 36525-36527	06/82	5 yrs.
3,000 cu.ft.hopper cars	40	None	35800-35839	N.A.	N.A.
same as above	4	Lehigh Portland Cement Co.	92920-92923	09/80	5 yrs.
20,800 gallon tank cars	2	Pennwalt Corporation	23513, 23514	09/79	5 yrs.
20,700 gallon tank cars	5	Zymaize Co.	72852, 72871, 72873, 72875- 72876	04/82	10 yrs.