

**NORTH  
AMERICAN  
CAR**

RECORDATION NO. 13581-D  
Filed 1425

Edward H. Soderstorm II  
General Counsel  
Remarketing Service Division and  
Investor Management Programs  
Law Department  
312.853.5324

MAY 25 1982 -3 22 PM

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

INTERSTATE COMMERCE COMMISSION MAY 19, 1982

2-145A087

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No.  
Date: MAY 25 1982  
Fee \$ 10.00

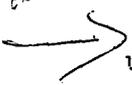
Dear Secretary:

ICC Washington, D. C.

I have enclosed an original and several additional true copies of the document described below, to be recorded pursuant to section 11303 of title 49 of the U. S. Code.

2.5.81  
file 4th

This document is a Rider to a Lease of Railroad Equipment, a secondary document, dated as of August 24, 1981.



The primary document to which this is connected is recorded under Recordation No. 13581.

The names and addresses of the parties to the document are as follows:

Lessor: The Connecticut Bank and Trust Company,  
as Trustee, u/t/a dated April 13, 1981  
with General Electric Credit and  
Leasing Corporation  
One Constitution Plaza  
Hartford, Connecticut 06115

Attn: Corporate Trust Department

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

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MAY 25 3 12 PM '82  
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A description of the equipment covered by the document follows:

1 - 5000 cu. ft. covered hopper car, pressure differential unloading (15 psi), 100 ton truck, Class LO, SN 550158

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 presenting this document.

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

**NORTH  
AMERICAN  
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May 19, 1982  
Page 2

Rider No. 5B, dated as of August 24, 1981, to Lease of Railroad Equipment dated as of February 20, 1981 between The Connecticut Bank and Trust Company, as Trustee u/t/a dated April 13, 1981, with General Electric Credit and Leasing Corporation, One Constitution Plaza, Hartford, Connecticut 06115, Attn: Corporate Trust Dept., Lessor, and North American Car Corporation, 33 West Monroe Street, Chicago, Illinois 60603, Lessee, and covering 1 - 5000 cu. ft. covered hopper car, pressure differential unloading (15 psi), 100 ton truck, Class LO, SN 550158.

Sincerely,



Edward H. Soderstrom II

EHS:bmt

Enclosures

RECORDATION NO. 13581-3  
FILED 1425

MAY 25 1982 -3 30 PM

INTERSTATE COMMERCE COMMISSION

RIDER TO NACC LEASE

RIDER NUMBER 5B, dated as of August 24, 1981, to the LEASE OF RAILROAD EQUIPMENT, dated as of February 20, 1981 (the "Lease") between NORTH AMERICAN CAR CORPORATION, a Delaware corporation (the "Lessee"), and THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, acting not in its individual capacity, but as Trustee (the "Lessor") under a Trust Agreement dated as of April 13, 1981, with General Electric Credit and Leasing Corporation, a Delaware corporation.

Pursuant to Section 2 of the Lease, the units of railroad equipment described in Schedule A attached hereto (the "Units"), are hereby leased by the Lessor to the Lessee subject to the terms and conditions of the Lease.

The Lessee agrees to sublease the cars to A.E. Staley Manufacturing Company (the "NACC Sublessee") pursuant to a sublease dated August 24, 1981, (the "NACC Sublease")

The rent for each car for the twelve month period commencing upon the designated anniversary of the delivery of that car shall be the amount indicated below:

<u>Year</u>		<u>Monthly Rental</u>
1	(Date of Delivery thru 1st anniversary)	\$ 711.82
2	(1st anniversary thru 2nd anniversary)	\$ 702.46
3	(2nd anniversary thru 3rd anniversary)	\$ 684.13
4	(3rd anniversary thru 4th anniversary)	\$ 674.52
5	(4th anniversary and thereafter)	\$ 664.76

Rent shall accrue from such time a car is placed into service of the Sublessee until that car has been removed from the service of the Sublessee. Rent for the cars shall be payable as provided in Section 3 of the Lease.

The cars shall be leased to the Lessee for a period commencing on the date of delivery thereof to Sublessee and shall continue for a period ending five (5) years from the first day of the month following the average date of delivery of such cars to the sublessee.

The Lessee warrants and represents that the representations and warranties of the Lessee in the Lease are true and correct on and as of the date hereof as though made on and as of this date.

IN WITNESS WHEREOF, the parties hereto have caused this Rider to be executed in their respective corporated names, by officers thereunto duly authorized, and their respective corporate seals to be affixed and duly attested, all as of the date first above written.

NORTH AMERICAN CAR CORPORATION

By *R. L. Adwood*

(Corporate Seal)

ATTEST:

By *[Signature]*

THE CONNECTICUT BANK AND TRUST COMPANY, acting not in its individual capacity but as Trustee under a Trust Agreement dated as of April 13, 1981, with General Electric Credit and Leasing Corporation

By *Chris Swallow*

(Corporate Seal)

ATTEST:

By \_\_\_\_\_

**AGENT**

This Lease is a COUNTERPART ORIGINAL. No assignment of, or security interest in, this Lease may be created or enforced by the transfer of possession of the copy marked "ORIGINAL."



SCHEDULE A

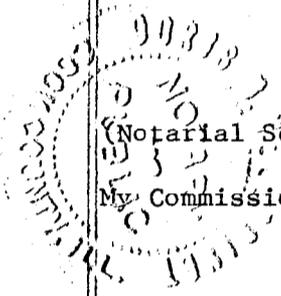
<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
5000 cubic foot covered hopper cars, pressure differential unloading (15 PSI) 100-ton trucks Class LO	1	NAHX 550158	550158

A. E. Staley

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this 11 day of Jan, 1982, before me personally appeared A C Woodward, 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 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.

Dois M. Helburt  
Notary Public



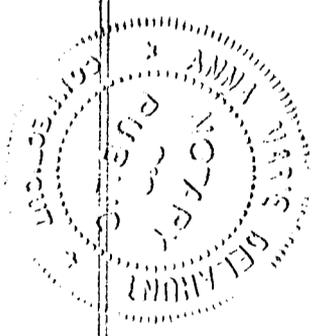
(Notarial Seal)  
My Commission expires 5-6-82

STATE OF Connecticut )  
 ) SS.:  
COUNTY OF Fairfield )

On this 14 day of January, 1982, before me personally appeared C. B. Lundberg, to me personally known, who, being by me duly sworn, says that (s) he is an agent of the Trustee and that said instrument was signed on behalf of said Trustee by authority of appointment dated April 13, 1981, and (s) he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trustee.

Anna Marie Delbunt  
Notary Public

(Notarial Seal)  
My Commission expires March 31, 1986



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INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

I hereby certify that I have compared this certified, true copy of Rider No.5B, dated as of August 24, 1981 to Lease of Railroad Equipment dated as of February 20, 1981 between North American Car Corporation and The Connecticut Bank and Trust Company, acting not in its individual capacity but as Trustee, to the original of such Rider and that this copy is a true and correct copy in all respects.

Debra A. Kelly  
Debra A. Kelly

(SEAL)

My Commission Expires February 23, 1983