



NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

No. 0-119A028

Date APR 28 1980

Fee \$ 10.00

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

April 25, 1980

RECORDATION NO. 11617-A Filed 1425

APR 28 1980 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
APR 28 10 04 AM '80
FEE OPERATION BR.
I.C.C.

Re: Section 11303 Filing: Supplemental Agreement dated as of April 18, 1980, ("Supplement") to Equipment Trust Agreement dated as of January 15, 1980, ("Agreement") by and between North American Car Corporation (the "Company") and Continental Illinois National Bank and Trust Company of Chicago (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 11617.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which is subjected to the Agreement is as stated in Attachment A to the Agreement. The Supplement amends and restates in its entirety Attachment A to the Agreement.

See B restates

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

James M. Gillespie
James M. Gillespie
Attorney

JMG/dak
enclosures

*Ms. Lee
I think this
is 11617-A-
Please check
Gerald
April*

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

James M. Gillespie
North American Car Corporation
222 South Riverside Plaza
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/28/80 at 10:05AM, and assigned re-
recording number(s). 9506-J, & 11617-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

APR 28 1980 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL TRUST AGREEMENT

Dated as of April 18, 1980

THIS SUPPLEMENTAL TRUST AGREEMENT ("Supplement") dated as of April 18, 1980, between NORTH AMERICAN CAR CORPORATION (the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee");

W I T N E S S E T H :

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of January 15, 1980, (the "Trust Agreement"), a true copy of which is, if the Trustee so directs, annexed hereto as Appendix B, providing for the issue of its 10.50% Equipment Trust Certificates, Second 1980 Series due April 1, 2000 (the "Trust Certificates"), in the aggregate principal amount of \$20,000,000;

WHEREAS the parties hereto desire to amend Attachment A to the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachment A to the Trust Agreement is hereby amended in its entirety to be and read as set forth in Appendix A hereto.

The Trustee accepts the provisions of this Supplement but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachment A as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the amendment of Attachment A as provided herein, this Supplement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada.

The provisions of this Supplement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 22A, 22B, 22C and 22D of the Bills of Sale Act of the Province of British Columbia, and amendments thereto, and by Sections 14 and 14A of the Conditional Sales Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By *J. Harrison*
Vice President

ATTEST:

James W. Sillegni



CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee

By *Donald W. ...*
VICE PRESIDENT

ATTEST:

J. ...
TRUST OFFICER

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 25th day of April, 1980 before me personally appeared J. Narissen, 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 April 25, 1980 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.

Debra A. Kelly
Notary Public

My Commission Expires ~~My Commission Expires Feb. 23, 1983~~

(S E A L)

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 25th day of April, 1980, before me personally appeared DONALD W. ALFVIN, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association and that said instrument was on April 25th, 1980, signed and sealed on behalf of said national banking association 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 national banking association.

Hazel Ivaz
Notary Public **Hazel Ivaz**

My Commission Expires December 6, 1981

(S E A L)

STATE OF ILLINOIS
COUNTY OF COOK

To Wit:

IN THE MATTER of registration of a Supplemental Equipment Trust Agreement dated as of the 18th day of April, 1980 and made from North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, for the purpose of securing Equipment Trust Certificates, Second 1980 Series, of North American Car Corporation.

I, John Harrison, of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Vice President of North American Car Corporation, the mortgagor or assignor named in the annexed instrument containing a mortgage, charge or assignment made by the said North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument was executed by North American Car Corporation at the City of Chicago, in the State of Illinois, on the 25th day of April, 1980.

John Harrison

Sworn before me at the City of Chicago in the State of Illinois, this 25th day of April, 1980.

Lena Pruitt
Notary Public

In and for said County in the State of Illinois.

My Commission Expires:

My Commission Expires March 26, 1983

(S E A L)



STATE OF ILLINOIS
COUNTY OF COOK

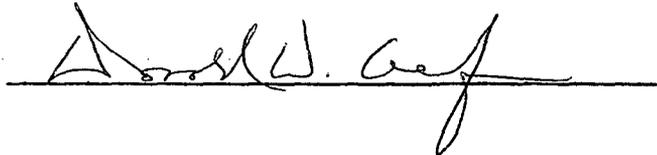
To Wit:

IN THE MATTER of registration of a Supplemental Equipment Trust Agree-
ment dated as of the ~~28th~~ day of April, 1980 and made from
North American Car Corporation to Continental Illinois National Bank and
Trust Company of Chicago, as Trustee, for the purpose of securing Equipment
Trust Certificates, Second 1980 Series, of North American Car Corporation.

I, DONALD W. ALFVIN, of the City of Chicago in
the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of VICE PRESIDENT
of Continental Illinois National Bank and Trust Company of Chicago, the
mortgagee, trustee or grantee named in the annexed instrument made from
North American Car Corporation to the said Continental Illinois National
Bank and Trust Company of Chicago, and am aware of the circumstances con-
nected with the transaction and have a personal knowledge of the facts
herein deposed to.

2. The said instrument being the instrument containing the mortgage,
charge or assignment was executed in good faith and for the purpose of
securing payment of the Equipment Trust Certificates, Second 1980 Series,
referred to therein and not for the mere purpose of protecting the chattels
or book debts therein mentioned against the creditors of the mortgagor or
assignor or preventing such creditors from obtaining payment of any claim
against the mortgagor or assignor.



Sworn before me at the City of
Chicago in the State of Illinois,
this 25th day of April,
1980.


Notary Public

In and for said County in the
State of Illinois. Hazel Ivaz

My Commission Expires:

December 6, 1981

(S E A L)

NORTH AMERICAN CAR CORPORATION

APPENDIX B

Equipment Trust
Second 1960 SeriesDESCRIPTION OF TRUST EQUIPMENT

Quantity	Initials & Serial Numbers	A.A.R. Mechanical Designation Code	Description	Depreciated Cost
1	NATX 72611	T-105	Class 111A100W3, 100 ton, 20,700 gallon capacity Tank Car	
4	NATX 72670-72673	T-105	Class 111A100W3, 100 ton, 20,700 gallon capacity Tank Cars	
8	NATX 72714-72721	T-105	Class 111A100W3, 100 ton, 20,700 gallon capacity Tank Cars	
15	NATX 77221-77235	T-106	Class 111A100W3, 100 ton, 23,700 gallon capacity Tank Cars	
15	NATX 77236-77250	T-106	Class 111A100W3, 100 ton, 23,700 gallon capacity Tank Cars	
10	NATX 77261-77270	T-106	Class 111A100W3, 100 ton, 23,700 gallon capacity Tank Cars	
5	NATX 77206-77210	T-106	Class 111A100W3, 100 ton, 23,700 gallon capacity Tank Cars	
5	NATX 77297-77301	T-106	Class 111A100W3, 100 ton, 23,700 gallon capacity Tank Cars	
8	NAHX 59361-59368	L-254	Class LO, 100 ton, 5,750 cu. ft. Hopper Cars	
2	NAHX 93971-93972	L-651	Class LO, 100 ton, 4,000 cu. ft. Hopper Cars	
12	NAHX 94231-94242	L-752	Class LO, 100 ton, 4,000 cu. ft. Hopper Cars	
1	NAHX 94243	L-652	Class LO, 100 ton, 4,000 cu. ft. Hopper Car	
130	CPI 465735-465864	L-153	Class LO, 100 ton, 4,650 cu. ft. Hopper Cars	
60	NAHX 465865-465924	L-153	Class LO, 100 ton, 4,650 cu. ft. Hopper Cars	
69	NAHX 481981-482049	L-153	Class LO, 100 ton, 4,750 cu. ft. Hopper Cars	
40	NAHX 485482-485521	L-153	Class LO, 100 ton, 4,750 cu. ft. Hopper Cars	
154	PTEX 455669-455822	L-153	Class LO, 100 ton, 4,550 cu. ft. Hopper Cars	
4	NAHX 36313-36316	L-151	Class LO, 100 ton, 2,917 cu. ft. Hopper Cars	
49	NAHX 465251-465299	L-153	Class LO, 100 ton, 4,550 cu. ft. Hopper Cars	