



NORTH AMERICAN CAR CORPORATION

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

REGISTRATION NO. 11617-B Filed 1985

OCT 30 1980 - 2 45 PM October 28, 1980

No. 304 A 011
Date 10-30-80
Fee \$10.00
Time 2:37 PM

Section 11303 Filing
Interstate Commerce Commission
Washington, D.C. 20423

Re: Section 11303 Filing: Supplemental Trust Agreement, dated as of October 17, 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, as Trustee (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 on March 28, 1980, 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 subject to the terms and provisions of the Agreement is as stated in Attachment A thereof, as amended. The Supplement amends and restates Attachment A to the Agreement (as heretofore amended) in its entirety, to be and read as set forth in Appendix A to the Supplement.

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 and Assistant Secretary

JMG/tp

Enclosure

*This fee
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Counterparts - 2

John J. Felt

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 10/30/80 at 2:45PM, and assigned re-
recording number (s). 11617-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SUPPLEMENTAL TRUST AGREEMENT

DATED AS OF
OCTOBER 17, 1980

11617-B
OCT 30 1980 2:45 P.M.
INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT ("Supplement") dated as of October 17, 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 23 through 28 (inclusive) of the Chattel Mortgage Act of the Province of British Columbia, and amendments thereto,

BILL OF SALE

and by Sections 19 through 24 (inclusive) of the Sale of Goods on Condition 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 written above.

NORTH AMERICAN CAR CORPORATION

By *M. M. Tiller*
Vice President

ATTEST:

James M. Sillego
Assistant Secretary

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

By *Donald J. Day*
Its VICE PRESIDENT

ATTEST:

James M. Sillego
Its TRUST OFFICER

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 23rd day of October, 1980, before me personally appeared RN Trudell, 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 Oct 23, 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.

My Commission Expires Feb. 23, 1983

Helen A Kelly
Notary Public

(SEAL)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 23rd day of October, 1980, before me personally appeared DONALD W. ALFVIN, to me personally known, who being by me duly sworn, says that he is a 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 October 23, 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

(SEAL)



STATE OF ILLINOIS)
)
COUNTY OF COOK)

TO WIT:

IN THE MATTER of registration of a Supplemental Equipment Trust Agreement dated as of the 23rd day of October, 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, R. N. Tidwell, 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 deposited to.
2. The said instrument was executed by North American Car Corporation at the City of Chicago, in the State of Illinois, on the 23rd day of October, 1980.

A. N. Tiller

Sworn before me at the City of Chicago, in the State of Illinois, this 23rd day of October, 1980

Debra A. Kelly
Notary Public
In and for said County in the State of Illinois.

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

NORTH AMERICAN CAR CORPORATION

EQUIPMENT TRUST

SECOND 1980 SERIESDESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>Initials & Serial Numbers</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Description</u>	<u>Depreciated Cost</u>
4	NAHX 36313-36316	L-151	Class LO, 100 Ton, 2,917 Cu. Ft. Hopper Cars	
8	NAHX 59361-59368	L-254	Class LO, 100 Ton, 5,750 Cu. Ft. Hopper Cars	
1	NATX 72611	T-105	Class 111A100W3, 100 Ton, 20,700 Gallon Capacity Tank Cars	
4	NATX 72670-72673	T-105	Same as above	
5	NATX 77206-77210	T-106	Class 111A100W3, 100 Ton, 23,700 Gallon Capacity Tank Cars	
30	NATX 77221-77250	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 77297-77301	T-106	Class 111A100W3, 100 Ton, 23,700 Gallon Capacity Tank Cars	
2	NAHX 93971-93972	L-651	Class LO, 100 Ton, 4,000 Cu. Ft. Hopper Cars	
5	NAHX 94161-94165	L-651	Class LO, 100 Ton, 2,785 Cu. Ft. Hopper Cars	
3	NAHX 94169-94170, 94183	L-651	Class LO, 100 Ton, 2,785 Cu. Ft. Hopper Cars	
9	NAHX 94231-94239	L-651	Class LO, 100 Ton, 2,785 Cu. Ft. Hopper Cars	
154	PTEX 455669-455822	L-153	Class LO, 100 Ton, 4,550 Cu. Ft. Hopper Cars	
49	NAHX 465251-465299	L-153	Same as above	
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	
45	NAHX 486444-486488	L-153	Class LO, 100 Ton, 2,785 Cu. Ft. Hopper Cars	