



NORTH AMERICAN CAR CORPORATION

33 West Monroe
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RECORDATION NO. 11912-B
OCT 27 1981 - 11 45 AM
INTERSTATE COMMERCE COMMISSION

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

October 20, 1981

No. 1-300A1413
Date OCT 27 1981
Fee \$ 10.00

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

*Fee -
11912-B*

Re: Filing of Agreement ("Agreement") dated as of ~~of~~ **Washington, D. C.** January 1, 1981 between General Electric Credit and Leasing Corporation ("GECC") and North American Car Corporation ("NAC"), amending and supplementing that Lease of Railroad Equipment ("Lease") dated as of November 1, 1979 between GECC and NAC.

Dear Secretary:

Enclosed for recording under 49 U.S.C. §11303 are executed counterparts of the Agreement. GECC's address is P.O. Box 8300, 260 Long Ridge Road, Stamford, CT 06904; NAC's address is 33 W. Monroe, Suite 2400, Chicago, IL 60603.

The Agreement amends and supplements the Lease by deleting Section 3, which granted NAC a credit relating to railcars undergoing certain repairs, and by adding a additional form of rider to be used for certain subleases. The Lease govern the terms of certain railcars identified in riders thereto leased by GECC to NAC.

The Lease was recorded with the Interstate Commerce Commission at 11:16AM, June 17, 1980 under Recordation No. 11912. Please file this Agreement under that recordation number.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10, for the applicable recording fee. Pursuant to the Commission's rules and regulations for recording of certain documents, you are hereby requested to duly file a counterpart for record in your office, and to return the remaining counterparts, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

Sincerely,

NORTH AMERICAN CAR CORPORATION

By
Edward H. Soderstrom II
Secretary

EHS/wm

Open - part of [Signature]

11912-B
RWHS

RECORDATION NO. 11912-B Filed 1425

OCT 27 1981 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

AGREEMENT, dated as of January 1, 1981, between GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation ("GECC"), and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("NACC").

WHEREAS, GECC and NACC have entered into a Lease of Railroad Equipment dated as of November 1, 1979 (the "NACC Lease"); and

WHEREAS, GECC and NACC desire to amend the NACC Lease.

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein, GECC and NACC agree as follows:

Section 1. The definition of "Rider" contained in the NACC Lease is hereby amended to read in its entirety as follows:

"Rider" means a rider, substantially in the form attached hereto as Exhibit A or A-1, as applicable, suitably completed as provided in § 2 hereof.

Section 2. The NACC Lease is hereby amended by deleting Section 3 thereof in its entirety.

Section 3. The NACC Lease is hereby further amended by adding Exhibit A-1 thereto in the form of Annex I hereto.

IN WITNESS WHEREOF, NACC and GECC have executed this Agreement this 23rd day of July, 1981.

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By [Signature]
Daniel C. Cooney
Manager - Operations

[Corporate Seal]

Attest:

By [Signature]
ANNE T. MALOY
ATTESTING SECRETARY

NORTH AMERICAN CAR CORPORATION

By [Signature]

[Corporate Seal]

Attest:

By [Signature]
Edward H. Soderstrom II, Asst. Secy



STATE OF *Illinois*)
) : ss.:
COUNTY OF *Cook*) :

On this *14* th day of *August*, 1981, before me personally appeared *H. Wong*, to me personally known, who being by me duly sworn, says that he is a *Director* of *IMP* 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.

Debra A. Kelly

Notary Public

[NOTARIAL SEAL]
My Commission Expires Feb. 23, 1983

ANNEX I
EXHIBIT A-1 TO NACC LEASE (FLEET II)

FORM OF RIDER TO NACC LEASE
(SHORT-TERM SUBLEASES)

RIDER NUMBER _____, dated as of _____, 19____, to the LEASE OF RAILROAD EQUIPMENT, dated as of November 2, 1979 (the "Lease"), between NORTH AMERICAN CAR CORPORATION, a Delaware corporation (the "Lessee"), and GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation (the "Lessor").

Pursuant to § 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 _____ (the "Sublessee") pursuant to a short-term sublease dated _____, 19____ (the "Short-Term Sublease").

The periodic rent for the cars for each month of the term shall be the amount indicated below:

<u>Month</u>	<u>Rent</u>
1	\$ _____
2	\$ _____
3	\$ _____
4	\$ _____
5	\$ _____
6	\$ _____

payable as provided in § 4 of the Lease.

The cars shall be leased to the Lessee for a period commencing on _____ and continuing until _____, except as provided in § 5 of the Lease.

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 corporate 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 _____

[Corporate Seal]

ATTEST:

By _____

GENERAL ELECTRIC CREDIT AND
LEASING CORPORATION

By _____

[Corporate Seal]

ATTEST:

By _____

STATE OF)
 : ss.:
COUNTY OF)

On this day of , 19 , before me personally appeared , to me personally known, who being by me duly sworn, says that he is a of GENERAL ELECTRIC CREDIT AND LEASING 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.

Notary Public

[Notarial Seal]

STATE OF)
 : ss.:
COUNTY OF)

On this day of , 19 , before me personally appeared , to me personally known, who being by me duly sworn, says that he is a 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.

Notary Public

[Notarial Seal]

SCHEDULE A

Description of
Equipment
(Including AAR
designation)

Quantity

Reporting Mark
(Inclusive)

Serial Number
(Inclusive)