



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

RECORDATION NO. 9927 Filed 1425 *KKK KKK KKK*

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

APR 20 1982 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

April 19, 1982

Secretary
 Interstate Commerce Commission
 Washington, D.C. 20423

No. 2-1004000
 Date APR 20 1982
 Fee \$ 10.00

ICC Washington, D. C.

Dear Secretary:

I have enclosed an original and several counterparts 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, a secondary document, dated as of November 10, 1981.

The primary document to which this is connected is recorded under Recordation No. 9927.

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

Bailor and Assignee: General Electric Credit and Leasing Corporation
 260 Long Ridge Road
 P. O. Box 8300
 Stamford, Connecticut 06904

Bailee and Assignor: North American Car Corporation
 33 West Monroe Street
 Chicago, Illinois 60603

RECEIVED
 APR 20 11 36 AM '82
 I.C.C.
 OPERATION BR.

A description of the equipment covered by the document follows:

- 139 - 4750 cu. ft. covered cars, 100 ton trucks (LO), SN 482075-482114, 482124-482128, 482138-482144, 482163-482181, 482575-482579, 482640-482654, 483125-483147, 494486-484510
- 30 - 5750 cu. ft. covered hopper cars, 100 ton trucks (LO), SN 59332-59333, 59406-59433
- 8 - 3000 cu. ft. covered hopper cars, pressure differential unloading (15 psi), 100 ton trucks (LO), SN 94121-94128
- 19 - 4000 cu. ft. covered hopper cars, pressure differential unloading (15 psi), 100 ton trucks (LO) SN 390149-390152, 390185-390187, 390195-390206
- 30 - 14,000 gal. non-coiled, insulated tank cars DOT 111A100W3, SN 14650-14679
- 20 - 16,500 gal. exterior coiled, insulated tank cars, DOT 111A100W3, SN 17390-17409

Handwritten signature: Robert S. Call

- 3 - 20,000 gal. interior coiled, non-insulated tank cars, DOT 111A100W1, SN 73682-73684
- 18 - 20,000 gal. interior coiled, non-insulated tank cars, DOT 111A100W3, SN 73660-73677
- 45 - 20,000 gal. exterior coiled, insulated tank cars, DOT 111A100W3, SN 72625-72669
- 35 - 23,500 gal. exterior coiled, insulated tank cars, DOT 111A100W3, SN 77211-77220, 77272-77296
- 33 - 24,000 gal. interior coiled, non-insulated tank cars, DOT 111A100W1, SN 81159-81191

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:

Supplement dated as of November 10, 1981 to Bailment Agreement and Assignment of Leases dated as of December 18, 1978 between General Electric Credit and Leasing Corporation, 260 Long Ridge Road, P. O. Box 8300, Stamford, Connecticut 06904, Bailor and Assignee, and North American Car Corporation, 33 West Monroe Street, Chicago, Illinois 60603, Bailee and Assignor, covering the following equipment:

- 139 - 4750 cu. ft. covered cars, 100 ton trucks (LO), SN 482075-482114, 482124-482128, 482138-482144, 482163-482181, 482575-482579, 482640-482654, 483125-483147, 494486-484510
- 30 - 5750 cu. ft. covered hopper cars, 100 ton trucks (LO), SN 59332-59333, 59406-59433
- 8 - 3000 cu. ft. covered hopper cars, pressure differential unloading (15 psi), 100 ton trucks (LO), SN 94121-94128
- 19 - 4000 cu. ft. covered hopper cars, pressure differential unloading (15 psi), 100 ton trucks (LO) SN 390149-390152, 390185-390187, 390195-390206
- 30 - 14,000 gal. non-coiled, insulated tank cars DOT 111A100W3, SN 14650-14679

**NORTH
AMERICAN
CAR**

- 20 - 16,500 gal. exterior coiled, insulated tank cars, DOT 111A100W3, SN 17390-17409
- 3 - 20,000 gal. interior coiled, non-insulated tank cars, DOT 111A100W1, SN 73682-73684
- 18 - 20,000 gal. interior coiled, non-insulated tank cars, DOT 111A100W3, SN 73660-73677
- 45 - 20,000 gal. exterior coiled, insulated tank cars, DOT 111A100W3, SN 72625-72669
- 35 - 23,500 gal. exterior coiled, insulated tank cars, DOT 111A100W3, SN 77211-77220, 77272-77296
- 33 - 24,000 gal. interior coiled, non-insulated tank cars, DOT 111A100W1, SN 81159-81191

Sincerely,



Edward H. Soderstrom II
Attorney for North American
Car Corporation

EHS:bmt

Interstate Commerce Commission
Washington, D.C. 20423

4/20/82

OFFICE OF THE SECRETARY

**Edward H. Soderstrom 11
North American Car Corp.
33 West Monroe Street
Chicago, Illinois 60603**

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 **4/20/82** at **11:45am**, and assigned re-
recording number(s). **9927-KKKKKK**

11417-1111111111Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SUPPLEMENT, dated as of November 10, 1981, to the BAILMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of December 18, 1978, (the "Assignment"), between GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation ("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("NACC"):

RECORDED 9927/6/81
APR 20 1982 11 45 AM
COMMERCE COMMISSION

WHEREAS, NACC and GECC desire to delete the units of railroad equipment referred to in Schedule A hereto (the "Equipment") to the Assignment;

WHEREAS, NACC and GECC desire to delete the leases referred to in Schedule B hereto (the "Leases") to the Assignment;

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

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by reference in the Assignment are incorporated herein by reference to the same extent as if set forth herein, except as herein otherwise provided.

1.02. In the event of any discrepancy between the provisions of this Supplement and the provisions of the Assignment, the provisions of the Assignment shall control and the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

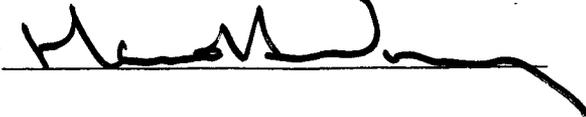
2.01. The Assignment is hereby supplemented to delete the Leases and the Equipment thereto.

Article III. Representation and Warranties

3.01 The representations, warranties and covenants of NACC in the Assignment are true and correct on and as of the date hereof as though made on and as of this date.

IN WITNESS WHEREOF, NACC and GECC have executed this Supplement as of this

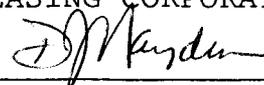
NORTH AMERICAN CAR CORPORATION

By 

ATTEST:


Assistant Secretary

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By 

ATTEST:


RAYMOND W. LEYDEN, JR.
ATTESTING SECRETARY

DENIS J. NAYDEN
Manager - Operations

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

On this 10th day of November 1981, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director - Investor Management Programs 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 February 23, 1983.

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

On this 13 day of April, 1982, before me personally appeared D.J. Nayden, to me personally known, who, being by me duly sworn, says that he is a Manager-Operations Transportation 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.

Anna Marie Delahunt
Notary Public

ANNA MARIE DELAHUNT
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1985

(Notarial Seal)

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
14,000 gallon non-coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	30	NATX 14650- 14679	14650- 14679
23,500 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	30	NATX 77211- 77220; 77277- 77296	77211- 77220; 77277- 77296
20,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W3, 100-ton trucks	18	NATX 73660- 73677	73660- 73677
16,500 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	20	NATX 17390- 17409	17390- 17409
20,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W1, 100-ton trucks	3	NATX 73682- 73684	73682- 73684
4000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class LO	2	NAHX 390151- 390152	390151- 390152

SCHEDULE A - 2

D

Description of Equipment (including AAR Designation)	Quantity	Reporting Mark (Inclusive)	Serial Number (Inclusive)
4000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class L0	2	NAHX 390149- 390150	390149- 390150
4750 cubic foot covered hopper cars, 100-ton trucks, class L0	6	NAHX 482176- 482181	482176- 482181
4750 cubic foot covered hopper cars, 100-ton trucks, class L0	10	NAHX 482166- 482175	482166- 482175
4750 cubic foot covered hopper cars, 100-ton trucks, class L0	5	NAHX 482124- 482128	482124- 482128
Car Set A: 3000 cubic foot covered hopper car, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class L0	1	NAHX 94128	94128
Car Set B: 4000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class L0	3	NAHX 390185- 390187	390185- 390187

SCHEDULE A -3

D

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	40	NAHX 482075- 482114	482075- 482114
4750 cubic foot covered hopper cars, 100-ton trucks, Class LO	7	NAHX 482138- 482144	482138- 482144
4750 cubic foot covered hopper cars, 100-ton trucks, Class LO	3	NAHX 482163- 482165	482163- 482165
4750 cubic foot covered hopper cars, 100-ton trucks, Class LO	25	NAHX 484486- 484510	484486- 484510
23,500 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	5	NATX 77272- 77276	77272- 77276
24,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W1, 100-ton trucks	20	NATX 81159- 81178	81159- 81178
20,000 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	25	NATX 72625- 72649	72625- 72649

SCHEDULE A -4

D

Description of Equipment (including AAR designation)	Quantity	Reporting Mark (Inclusive)	Serial Number (Inclusive)
3000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class LO	7	NAHX 94121- 94127	94121- 94127
5750 cubic foot covered hopper cars, 100-ton trucks, class LO	20	NAHX 59332; 59333; 59416- 59433	59332; 59333; 59416- 59433
5750 cubic foot covered hopper cars, 100-ton trucks, class LO	10	NAHX 59406- 59415	59406- 59415
20,000 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	20	NATX 72650- 72669	72650- 72669
4000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class LO	10	NAHX 390197- 390206	390197- 390206
24,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W1, 100-ton trucks	13	NATX 81179- 81191	81179- 81191

SCHEDULE A-5

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
4000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class LO	2	NAHX 390195- 390196	390195- 390196
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	5	NAHX 482650- 482654	482650- 482654
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	5	NAHX 482575- 482579	482575- 482579
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	33	NAHX 482640- 482649; 483125- 483147	482640- 482649; 483125- 482147

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SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (including AAR d.</u>
Car Leasing Agreement 8391 (dated 10/24/73), Rider 2 (dated 5/21/79)	NATX 14650- 14679	14650- 14679	14,000 gallon non-coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks
Car Leasing Agreement 1968-7 (dated 8/1/60), Rider 167 (dated 9/21/79)	NATX 77211- 77220; 77277- 77296	77211- 77220; 77277- 77296	23,500 gallon exterior coil insulated tar cars, DOT 111A100W3 100-ton truck
Car Leasing Agreement 2764 (dated 1/22/76), Rider 4 (dated 9/28/79)	NATX 73660- 73677	73660- 73677	20,000 gallon interior coil non-insulated tank cars, DOT 111A100W3 100-ton truck
Car Leasing Agreement 5264-01 (dated 10/15/79) Rider No. 1 (dated 11/10/79)	NATX 17390- 17409	17390- 17409	16,500 gallon exterior coil insulated ta cars, DOT 111A100W 100-ton truck
Car Leasing Agreement 1613-03 (dated 11/1/72), Rider No. 25 (dated 6/8/79)	NATX 73682- 73684	73682- 73684	20,000 gallon interior coil non-insulated tank cars, DOT 111A100W1 100-ton truck
Car Leasing Agreement 6492-2 (dated 8/1/70), Rider No. 44 (dated 10/25/79)	NAHX 390151- 390152	390151- 390152	4000 cubic ft covered hopper cars, Press Differential unloading (15 p.s.i.), 100-ton truck class LO

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SCHEDULE B - 2

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (including AAP)</u>
Car Leasing Agreement 0370-06 (dated 12/7/72), Rider No. 54 (dated 10/23/79)	NAHX 390149- 390150	390149- 390150	4000 cubic foot covered hopped cars, Pressure Differential unloading (15 p.s.i.), 100-ton truck class LO
Car Leasing Agreement 2750 (dated 11/13/73), Rider No. 2 (dated 3/17/79)	NAHX 482176- 482181	482176- 482181	4750 cubic foot covered hopped cars, 100-ton trucks, class LO
Car Leasing Agreement 7135 (dated 4/3/79), Rider No. 1 (dated 4/3/79)	NAHX 482166- 482175	482166- 482175	4750 cubic foot covered hopped cars, 100-ton truck class LO
Car Leasing Agreement 7138 (dated 12/27/78), Rider No. 1 (dated 12/28/78)	NAHX 482124- 482128	482124- 482128	4750 cubic foot covered hopped cars, 100-ton truck class LO
Car Leasing Agreement 1970 (dated 9/20/79), Rider No. 1 (dated 9/20/79)	NAHX 94128	94128	3000 cubic foot covered hopped car, Pressure Differential unloading (15 p.s.i.), 100-ton truck class LO
	NAHX 390185- 390187	390185- 390187	4000 cubic foot covered hopped cars, Pressure Differential unloading (15 p.s.i.), 100-ton truck class LO

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SCHEDULE B-3

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (including AAR 2)</u>
Car Leasing Agreement 2747 (Dated 4/16/73) Rider No. 7 (Dated 12/27/78)	NAHX 482075- 482114	482075- 482114	4750 cubic foot covered hopper cars, 100-ton trucks, class
Car Leasing Agreement 3432 (Dated 12/26/78) Rider No. 1 (Dated 12/26/78)	NAHX 482138- 482144	482138- 482144	4750 cubic foot covered hopper cars, 100-ton trucks, Class
Car Leasing Agreement 4933 (Dated 12/27/78) Rider No. 1 (Dated 12/27/78)	NAHX 482163- 482165	482163- 482165	4750 cubic foot covered hopper cars, 100-ton trucks, Class
Car Leasing Agreement 2747 (Dated 4/16/73) Rider No. 9 (Dated 5/2/79)	NAHX 484486- 484510	484486- 484510	4750 cubic foot covered hopper cars, 100-ton trucks, Class
Car Leasing Agreement 1968-07 (dated 8/1/60), Rider No. 166 (dated 5/31/79)	NATX 77272- 77276	77272- 77276	23,500 gallon exterior coiled insulated tank cars, DOT 111A100W3, 100-ton trucks
Car Leasing Agreement 8222-39 (dated 5/1/69) Rider No. 111 (dated 8/20/79)	NATX 81159- 81178	81159- 81178	24,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W1, 100-ton trucks
Car Leasing Agreement 7551-01 (dated 2/1/67) Rider No. 96 (dated 7/26/79)	NATX 72625- 72649	72625- 72649	20,000 gallon exterior coiled insulated tank cars, DOT 111A100W3, 100-ton trucks

SCHEDULE B-4

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (including AAR des</u>
Car Leasing Agreement 0974 (dated 7/26/78), Rider No. 6 (dated 11/27/79)	NAHX 94121- 94127	94121- 94127	3000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class LO
Car Leasing Agreement 0384 (dated 12/17/74), Rider No. 8 (dated 11/28/79)	NAHX 59332; 59333; 59416- 59433	59332; 59333; 59416- 59433	5750 cubic foot covered hopper cars, 100-ton trucks, class
Car Leasing Agreement 5770 (dated 4/3/79), Rider No. 4 (dated 12/5/79)	NAHX 59406- 59415	59406- 59415	5750 cubic foot covered hopper cars, 100-ton trucks, class
Car Leasing Agreement 5770 (dated 4/3/79), Rider No. 2 (dated 6/27/79)	NATX 72650- 72669	72650- 72669	20,000 gallon exterior coils insulated tank cars, DOT 111A100W3, 100-ton trucks
Car Leasing Agreement 2823 (dated 5/18/72), Rider No. 18 (dated 9/10/79)	NAHX 390197- 390206	390197- 390206	4000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class LO
Car Leasing Agreement 8811-10 (dated 2/7/74), Rider No. 21 (dated 8/7/79)	NATX 81179- 81191	81179- 81191	24,000 gallon interior coils non-insulated tank cars, DOT 111A100W1, 100-ton trucks

SCHEDULE B -5

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (including AAR des</u>
Car Leasing Agreement 1150 (dated 10/29/79), Rider No. 1 (dated 10/29/79)	NAHX 390195- 390196	390195- 390196	4000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks class LO
Car Leasing Agreement 2730 (dated 4/3/74) Rider No. 3 (dated 4/19/79)	NAHX 482650- 482654	482650- 482654	4750 cubic foot covered hopper cars, 100-ton trucks, class LO
Car Leasing Agreement 2743 (dated 7/11/73) Rider No. 5 (dated 5/8/79)	NAHX 482575- 482579	482575- 482579	4750 cubic foot covered hopper cars, 100-ton trucks, class LO
Car Leasing Agreement 1285-04 (dated 3/8/74) Rider No. 68 (dated 9/10/79)	NAHX 482640- 482649; 483125- 483147	482640- 482649; 483125- 483147	4750 cubic foot covered hopper cars, 100-ton trucks, class LO