

RECORDATION NO. 11417 Filed 1425

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MAR 24 3 03 PM '80  
I.C.C. SECTION BR.

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No. 0-034AC68

TIGER LEASING GROUP MAR 24 1980 -3 10 PM

INTERSTATE COMMERCE COMMISSION

Date MAR 24 1980

February 8, 1980

Fee \$ 10.00

ICC Washington, D. C.

Secretary  
Interstate Commerce Commission  
Washington, D.C.

Re: Section 11303 Filing: Supplement dated as of February 8, 1980, ("Supplement") to the Bailment Agreement and Assignment of Leased dated as of November 2, 1979, ("Bailment Agreement"), by and between North American Car Corporation ("Bailee") and General Electric Credit and Leasing Corporation ("Bailor"). Recorded under Recordation No. 11417.

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplements to the above described Bailment Agreement, between Bailee, 222 South Riverside Plaza, Chicago, Illinois 60606 and Bailor, P.O. Box 8300, 260 Long Ridge Road, Stamford, Connecticut 06904. The Bailment Agreement was recorded with the Interstate Commerce Commission at 1:15 p.m. on January 23, 1980, under Recordation No. 11417.

Under the Bailment Agreement, Bailee agrees to hold, lease, maintain and perform certain administrative and other services with respect to the equipment described in Schedule A thereto (which equipment has been or is to be sold to Bailor) and assigns, transfers and sets over unto Bailor all of Bailee's right, title and interest, powers, privileges and other benefits in, but not its obligations under, the leases of such equipment described in Schedule B to the Bailment Agreement, together with all amounts which may be received or credited to the account of Bailee in respect of mileage compensation from railroads using the equipment leased under such leases or any other sums received by or payable to Bailee from parties other than the lessee with respect thereto, all in accordance with the Bailment Agreement.

The Supplement, by its terms, amends Annex A and B to the Bailment Agreement as set forth in the Supplement and the schedules thereto.

**NORTH AMERICAN CAR CORPORATION**

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

*Mr. Sec -  
files are in  
1417-AAA*

INTER  
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Secretary  
Interstate Commerce Commission

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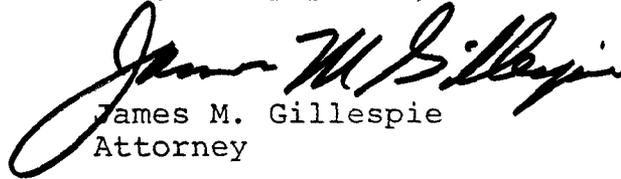
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Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for the Bailment Agreement *Supplement*,

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 each of the enclosed counterparts 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.

If you have any questions, please contact me.

Very truly yours,

  
James M. Gillespie  
Attorney

JMG/dak  
enclosures

11417-AAA

SUPPLEMENT, dated as of February 8, 1980, to the  
PAIDMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of  
November 2, 1979, (the "Assignment"), between GENERAL  
ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation  
("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware  
corporation ("NACC"):

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INTERSTATE COMMERCE COMMISSION

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

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

NOW THEREFORE, in consideration of the mutual cov-  
enants 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  
add 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 8th day of February , 1980.

NORTH AMERICAN CAR CORPORATION

By Hans W. J...

ATTEST:

James W. Billegis  
Assistant Secretary

GENERAL ELECTRIC CREDIT AND  
LEASING CORPORATION

By H. W. Gerte

ATTEST:

Anne J. Chaloy

HERMAN W. GERTE  
Manager - Special Projects

ATTESTING SECRETARY

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

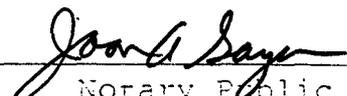
On this 8th day of February, 1980, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administration Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal 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)

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

On this 20 day of March, 1980, before me personally appeared H.W. Gerte, to me personally known, who, being by me duly sworn, says that he is a manager-Special Projects 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  
JOAN A. SAYER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1981

(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>
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
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

SCHEDULE E

<u>Dates and Numbers of Leasing Agreement 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 (in- cluding AAR desig</u>
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
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 LO
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 LO