



TIGER LEASING GROUP

No. 11417-BBBB

Date SEP 2 1980

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 11417-BBBB Filed 1425

August 15, 1980 **SEP 2 1980 -1 50 PM**

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Re: Section 11303 Filing: Supplement dated as of August 15, 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.

This is 11417-BBBB

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.

SEP 2 1 40 PM '80

RECEIVED

NORTH AMERICAN CAR CORPORATION

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



Secretary
Interstate Commerce Commission

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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 *document*

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
James M. Gillespie
Attorney

JMG/dak
enclosures

5B:

SUPPLEMENT

RECORDATION NO. 11417 BBBB
Filed 1425

SEP 2 1980 -1 50 PM

SUPPLEMENT, dated as of August 15, 1980, to the INTERSTATE COMMERCE COMMISSION BAILMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of NOV - 2 1978 (the "Assignment"), between GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation ("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("NACC"):

WHEREAS, NACC and GECC desire to add certain Units of railroad equipment to the Assignment, and to add the leases thereof to the Assignment; and

WHEREAS, NACC and GECC desire to delete certain other units of railroad equipment and the leases thereof from 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 add thereto the railroad equipment described on Schedule A hereto and the leases thereof described on Schedule B hereto.

2.02. The Assignment is hereby supplemented to delete therefrom the railroad equipment described on Schedule C hereto and the leases thereof described on Schedule D hereto.

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 15th day of August, 1980 .

NORTH AMERICAN CAR CORPORATION

ATTEST:

Jean M. Billings

By

Frank Anderson

GENERAL ELECTRIC CREDIT AND
LEASING CORPORATION

ATTEST:

Anne T. Maloy

ANNE T. MALOY
ATTESTING SECRETARY

By

Herman W. Gerte

HERMAN W. GERTE
Manager - Special Projects

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
5000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, Class 10	4	NAHX 550070- 550071; 550075- 550076	550070- 550071; 550075- 550076

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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 design)</u>
Car Leasing Agreement 1793 (dated 3/19/80) Rider No. 3 (dated 5/9/80)	NAHX 550070- 550071; 550075- 550076	550070- 550071; 550075- 550076	5000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, Class LO

SCHEDULE C

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
5000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class L0	4	NAHX 550016- 550019	550016- 550019

SCHEDULE D:

<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 desi</u>
Car Leasing Agreement 1793 (dated 3/19/80) Rider No. 3 (dated 5/9/80)	NAHX 550016- 550019	550016- 550019	5000 cubic foot covered hopper cars, Pressure Differential unloading (15 p.s.i.), 100-ton trucks, class LO