



NORTH AMERICAN CAR CORPORATION

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

No. 1-25A078  
Date MAY 15 1981  
Fee \$ 10.00

ICC Washington, D. C.

May 11, 1981

RECORDATION NO. 11417-cccc  
MAY 15 1981 - 11 20 AM  
INTERSTATE COMMERCE COMMISSION

RECEIVED  
MAY 15 11 14 AM '81  
I. C. C.  
FEE OPERATION BR.

Secretary  
Interstate Commerce Commission  
Washington, D.C.

Re: Section 11303 Filing: Supplement dated as of  
May 11, 1981, ("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 bene-  
fits 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.

*Ms. Lee -  
this one  
# 11417 -  
cccc  
cccc*

*Counterpart -  
Clyde M. Uphel*



Secretary  
Interstate Commerce Commission

Page Two

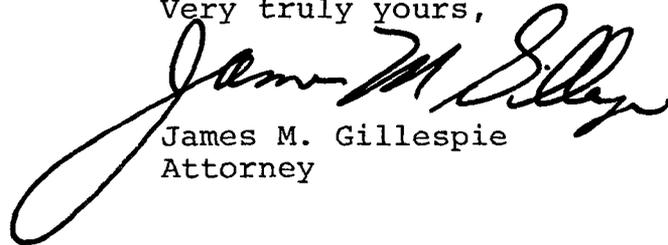
---

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.

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

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

James M. Gillespie  
North American Car Corporation  
33 West Monroe  
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 11/15/81 at 11:20AM , and assigned re-  
recording number(s). 11417-CCCCCCCC

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

114179c

RECORDATION NO. 114179c  
MAY 15 1981  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, dated as of May 11, 1981, to the SALEMENT 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"):

WHEREAS, NACC and GECC desire to add the units of railroad equipment referred to in Schedule A hereto (the "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 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 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 11th day of May, 1981.

NORTH AMERICAN CAR CORPORATION

By Harold [Signature]

ATTEST:

[Signature]  
Assistant Secretary

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By [Signature]

ATTEST:

Anne Maloy  
ANNE T. MALOY  
ATTESTING SECRETARY

HERMAN W. GERTE  
Manager-Special Projects

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

On this 11th day of May, 1980, 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 May, 1981, 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.



(Notarial Seal)

Anna Marie Delahunt  
Notary Public  
ANNA MARIE DELAHUNT  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1985

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
3000 cubic foot covered hopper car, 100-ton trucks, two compartments, two gates, Class LO	10	NAHX 29510- 29519	29510- 29519

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 (in- cluding AAR desig</u>
Car Leasing Agreement 6104 (dated 2/2/81)  Rider No. 4 (dated 7/1/81)	NAHX 29510- 29519	29510- 29519	3000 cubic foot covered hopper cars, 100-ton trucks, two compartment, two gate, Class LO