



NORTH AMERICAN CAR CORPORATION

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

No. 0-030A037

Date JAN 30 1980

Fee \$ 10.00

January 30, 1980

11434 A

ICC Washington, D. C.

RECORDATION NO. _____ Filed 1425

JAN 30 1980 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission

Section 11303 Filing: Supplemental Trust Agreement
dated as of January 28, 1980, to an Equipment Trust Agreement
dated as of January 1, 1980, by and between North American Car
Corporation ("North American") and Continental Illinois National
Bank and Trust Company of Chicago, as Trustee

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the Supplemental Trust Agreement dated as of January 28, 1980 (the "Supplement"), to the Equipment Trust Agreement dated as of January 1, 1980 (the "Agreement") by and between North American and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee"), 30 North LaSalle Street, Chicago, Illinois. The Agreement was recorded with the Interstate Commerce Commission on January 30, 1980 and was assigned Recordation No. 11434.

Under the Agreement and the Supplement, North American Leases the equipment described therein from the Trustee in accordance therewith and assigns to the Trustee as security for North American's obligation under the Agreement all amounts due and payable under any sublease of the Equipment or any guaranty thereof. The Supplement serves to amend the Agreement by restating in its entirety Attachment A thereto, which lists the railcars subject to the Agreement.

Also enclosed is a check payable to the Interstate Commerce Commission, in the amount of \$10, as the recording fee for the 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.

Yours very truly,

James M. Gillespie
James M. Gillespie
Attorney

dlg
cc R. Noback

Clyde M. Wheeler
C. Oswald



NORTH AMERICAN CAR CORPORATION

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

11434 X

RECORDATION NO. Filed 1425

JAN 30 1980 -10 03 AM

January 29, 1980

INTERSTATE COMMERCE COMMISSION
Secretary
Interstate Commerce Commission
Washington, DC 20423

11434
RECORDATION NO. Filed 1425
JAN 30 1980 -10 03 AM

No. 0-C30A037
Date JAN 30 1980
Fee \$ 50.00

INTERSTATE COMMERCE COMMISSION ICC Washington, D. C.
Section 11303 Filing: Equipment Trust Agreement
dated as of January 1, 1980, by and between North American
Car Corporation ("North American") and Continental Illinois Na-
tional Bank and Trust Company of Chicago, as Trustee

New number

All cars restated in - A

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the Equipment Trust Agreement dated as of January 1, 1980 (the "Agreement") by and between North American and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee"), 30 North LaSalle Street, Chicago, Illinois.

Under the Agreement, North American leases the equipment described therein from the Trustee in accordance therewith and assigns to the Trustee as security for North American's obligation under the Agreement all amounts due and payable under any sublease of the Equipment or any guaranty thereof.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$50 as the recording fee for the 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.

Yours very truly,

James M. Gillespie
Attorney

dlg
cc R. Noback

Chas. M. Wheeler
[Signature]

Interstate Commerce Commission
Washington, D.C. 20423

1/30/80

OFFICE OF THE SECRETARY

James M. Gillespie, Atty.
North American Car Corp.
222 South Riverside Plaza
Chicago, Illinois 60606

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 1/30/80 at 10:05am, and assigned re-
recording number(s).

11434 & 11434-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

11434 *A*

RECORDATION NO. Filed 1425

SUPPLEMENTAL TRUST AGREEMENT

JAN 30 1980 -10 05 AM

Dated as of January 28, 1980

INTERSTATE COMMERCE COMMISSION

This SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT ("Supplement") dated as of January 28, 1980, between North American Car Corporation, a Corporation duly organized and existing under the laws of the State of Delaware (the "Company") and Continental Illinois National Bank and Trust Company of Chicago, as Trustee (the "Trustee"):

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of January 1, 1980 (the "Trust Agreement"), a true copy of which is, if the Trustee so directs, annexed hereto as Appendix "B", providing for the issue of its 10.25% Equipment Trust Certificates, First 1980 Series, due March 1, 2000 (the "Trust Certificates"), in the aggregate principal amount of \$15,000,000 (US);

WHEREAS the parties hereto desire to amend Attachment A to the Trust Agreement:

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

→ Attachment A to the Trust Agreement is hereby amended and restated to be and read in its entirety as set forth in Appendix A hereto.

The Trustee accepts the provisions of this Supplement but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the Amendment of Attachment A as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect and shall apply, for the purpose of the laws of the Province of Saskatchewan, to this Supplement to the same extent as if the same were fully set forth herein and contained in one instrument. This Supplement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the Amendment of Attachment A as provided herein, this Supplement shall not supersede, displace or invalidate any prior registration of the Trust Agreement under the laws of any province of Canada.

The provisions of this Supplement and all rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 22A, 22B, 22C and

22D of the Bills of Sale Act of the Province of British Columbia, and amendments thereto, and by Sections 14 and 14A of the Conditional Sales Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF the Company and the Trustee have caused this Supplement to be duly executed by their respective corporate seals duly attested, to be hereunto affixed, all as of the date and year first above written.

NORTH AMERICAN CAR CORPORATION

By J. Hanism
Vice President

ATTEST:

James M. Sullivan

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, as Trustee

By Donald J. Fay
Vice President

ATTEST:

J. A. Fay

STATE OF ILLINOIS)) SS
COUNTY OF COOK)

TO WIT:

IN THE MATTER of registration of a Supplemental Trust Agreement dated as of the 28th of January, 1980, and made from North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee for the purpose of securing Equipment Trust Certificates, First 1980 Series, of North American Car Corporation.

I, John A. Harrison, of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Vice President of North American Car Corporation, the mortgagor or assignor named in the annexed instrument containing a mortgage, charge or assignment made by the said North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument was executed by North American Car Corporation at the City of Chicago, in the State of Illinois, on the 28th day of January, 1980.



SWORN before me at the
City of Chicago in the
State of Illinois, the
28th day of January,
1980.


A Notary Public in and
for said County in the
State of Illinois

NORTH AMERICAN CAR CORPORATION
 Equipment Trust
 First 1980 Series

APPENDIX A

DESCRIPTION OF TRUST EQUIPMENT

Quantity	Initials and Serial Numbers	A.A.R. Mechanical Designation Code	Description
24	NAHX 36257-36280 ✓ — 0 —	L-151	Class LO, 100 Ton, 2,917 Cu. Ft. Hopper Cars
3	NAHX 59186-59188	L-254	Class LO, 100 Ton, 5,750 Cu. Ft. Hopper Cars
4	NAHX 59207-59210	L-254	Class LO, 100 Ton, 5,750 Cu. Ft. Hopper Cars
24	NAHX 59212-59235	L-254	Class LO, 100 Ton, 5,750 Cu. Ft. Hopper Cars
8	NAHX 59250-59257	L-254	Class LO, 100 Ton, 5,750 Cu. Ft. Hopper Cars
1	NAHX 59340	L-254	Class LO, 100 Ton, 5,750 Cu. Ft. Hopper Cars
4	NAHX 59369-59372 — 0 —	L-254	Class LO, 100 Ton, 5,750 Cu. Ft. Hopper Cars
32	NAHX 94081-94112	L-651	Class LO, 100 Ton, 3,000 Cu. Ft. Hopper Cars
4	NAHX 94117-94120 — 0 —	L-651	Class LO, 100 Ton, 3,000 Cu. Ft. Hopper Cars
8	NAHX 390164-390171	L-652	Class LO, 100 Ton, 4,000 Cu. Ft. Hopper Cars
6	NAHX 390189-390194	L-652	Class LO, 100 Ton, 4,000 Cu. Ft. Hopper Cars
4	NAHX 390207-390210	L-652	Class LO, 100 Ton, 4,000 Cu. Ft. Hopper Cars
4	NAHX 390215-390218 — 0 —	L-652	Class LO, 100 Ton, 4,000 Cu. Ft. Hopper Cars
69	PTFX 455600-455668	L-253	Class LO, 100 Ton, 4,550 Cu. Ft. Hopper Cars
10	CPI 465725-465734 — 0 —	L-153	Class LO, 100 Ton, 4,650 Cu. Ft. Hopper Cars
106	NAHX 481875-481980	L-153	Class LO, 100 Ton, 4,750 Cu. Ft. Hopper Cars
3	NAHX 482115-482117	L-153	Class LO, 100 Ton, 4,750 Cu. Ft. Hopper Cars
5	NAHX 482145-482149	L-153	Class LO, 100 Ton, 4,750 Cu. Ft. Hopper Cars
1	NAHX 482162	L-153	Class LO, 100 Ton, 4,750 Cu. Ft. Hopper Cars
10	NAHX 482182-482191	L-153	Class LO, 100 Ton, 4,750 Cu. Ft. Hopper Cars
60	NAHX 482500-482559	L-153	Class LO, 100 Ton, 4,750 Cu. Ft. Hopper Cars
19	NAHX 482580-482598	L-153	Class LO, 100 Ton, 4,750 Cu. Ft. Hopper Cars