



NORTH AMERICAN CAR CORPORATION

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

September 18, 1980

RECORDATION NO. 12031-C Filed 1425

SEP 26 1980 - 2:50 PM

FEE OPERATION I.O.C. SEP 26 2 49 PM '80 RECEIVED

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Re: Section 11303 Filing: Supplemental Bailment Agreement and Assignment of Leases, dated as of September 18, 1980, to the Bailment Agreement and Assignment of Leases, dated as of June 10, 1980, by and between Manufacturers National Bank of Detroit, not individually but solely as trustee (the "Owner Trustee") and North American Car Corporation ("Manager").

Ms. Lee - this one is 12031-C

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the Supplement No. 3 to the Bailment Agreement and Assignment of Leases, between the Owner Trustee and the Manager, dated as of September 18, 1980, (the "Supplement"), which is supplemental to the above Bailment Agreement and Assignment of Leases. The Bailment Agreement and Assignment of Leases was recorded with the Interstate Commerce Commission on July 23, 1980, and was assigned Recordation No. 12031.

Under the Bailment and the Supplement, the Owner Trustee bails the equipment described therein to the Manager in accordance therewith. The Manager assigns to the Owner Trustee all of its rights, title and interest as Lessor under and pursuant to each and all Leases covering the Equipment and any guarantees in respect thereof. The Supplement amends and restates Schedules 1 and 2 to the Bailment Agreement and Assignment of Leases.



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.

Very truly yours

James M. Gillespie
James M. Gillespie
Attorney

Ann Karpis - Gerard Johnson

No. 270A112
Date SEP 26 1980
Fee \$ 10.00
ICC Washington, D. C.

Interstate Commerce Commission
Washington, D.C. 20423

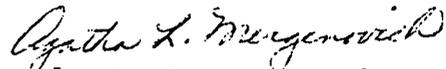
OFFICE OF THE SECRETARY

James M. Gillespie
North American Car Corporation
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 9/26/80 at 2:50PM, and assigned re-
recording number(s). 12031-C

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 12031-C
Filed 1425

SEP 26 1980-2 42 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3

TO

BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES

THIS SUPPLEMENT NO. 3 is dated as of September 18, 1980, and is entered into between MANUFACTURERS NATIONAL BANK OF DETROIT, not individually but solely as trustee (the "Owner-Trustee") under The American Road Owner Trust No. 2, and NORTH AMERICAN CAR CORPORATION, a Delaware corporation (the "Manager").

WHEREAS, the Owner-Trustee and the Manager have entered into a Bailment Agreement and Assignment of Leases dated as of June 10, 1980 (the "Bailment Agreement");

WHEREAS, the Owner-Trustee and the Manager now wish to supplement the Bailment Agreement for the purpose of amending Schedule 1 to the Bailment Agreement to add certain cars to and/or delete certain cars from, the railroad equipment subject thereby to the Bailment Agreement, and for the purpose of amending Schedule 2 to the Bailment Agreement to add certain Leases to, and/or delete certain Leases from, those Leases assigned under the Bailment Agreement;

WHEREFORE, NOW, the Owner-Trustee and the Manager agree that from and after the date hereof, Schedule 1 to the Bailment Agreement is amended to be and read in its entirety as set forth in Schedule 1 to this Supplement, and that Schedule 2 to the Bailment Agreement is hereby amended to be and read in its entirety as set forth in Schedule 2 to this Supplement.

This Supplement shall be construed in connection with and as part of the Bailment Agreement, and all terms, conditions and covenants contained in the Bailment Agreement, as hereby supplemented, shall remain in full force and effect. Unless otherwise defined herein, the capitalized terms used herein are used with the respective meanings specified in the Bailment Agreement.

This Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

MANUFACTURERS NATIONAL BANK OF
DETROIT, not individually but
solely as Trustee

(Corporate Seal)

By 
Its VICE PRESIDENT AND TRUST OFFICER

ATTEST:

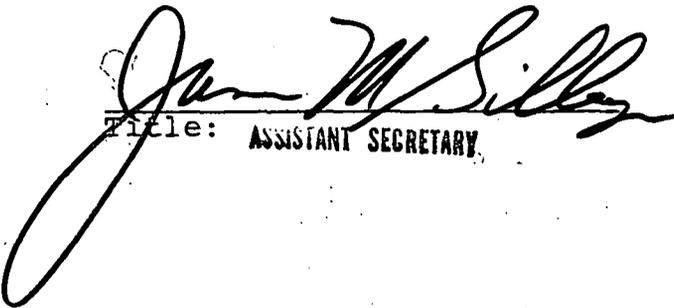

Title: VICE PRESIDENT AND TRUST OFFICER

NORTH AMERICAN CAR CORPORATION

(Corporate Seal)

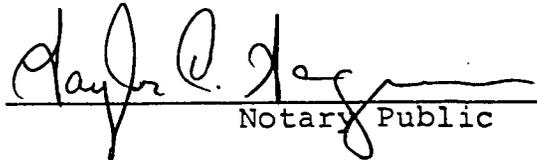
By 
Its Wice President

ATTEST:


Title: ASSISTANT SECRETARY

STATE OF MICHIGAN)
) SS.:
COUNTY OF WAYNE)

On this 24th day of September, 1980, before me personally appeared DONALD E. BLACK to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT AND TRUST OFFICER of MANUFACTURERS NATIONAL BANK OF DETROIT, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was on September 24, 1980, signed and sealed on behalf of said national banking association 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 national banking association.

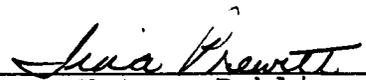


Notary Public

My Commission Expires:
TAYLOR C. SEGUE
Notary Public Wayne County, Mich.
My Commission Expires Feb. 14, 1983

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

On this 18th day of September, 1980, before me personally appeared Richard Underwood to me personally known, who, being by me duly sworn, says that he is the Vice President 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

My Commission Expires:
My Commission Expires March 26, 1983

SCHEDULE 1
DESCRIPTION OF EQUIPMENT

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Serial Number (Inclusive)</u>
Class LO, 100-ton, 5750 cubic foot covered hopper cars	2	NAHX 057916 - 057917
Class LO, 100-ton 5750 cubic foot hopper cars	15	NAHX 057918- 057932
Class LO, 100-ton 3000 cubic foot pressure differential unloading (15 p.s.i.) covered hopper cars	20	NAHX 094280- 094299
Class LO, 100-ton 3000 cubic foot pressure differential unloading (15 p.s.i.) covered hopper cars	20	NAHX 094300- 094319
Class LO, 100-ton, 4000 cubic foot slurry solution pressure differential unloading (15 p.s.i.) covered hopper cars	11	NAHX 390255- 390265
Class LO, 100-ton 4750 cubic foot covered hopper cars	6	NAHX 484942 - 484947
Class LO, 100-ton 4750 cubic foot covered hopper cars	10	NAHX 485003 - 485012
Class LO, 100-ton 4750 cubic foot covered hopper cars	25	NAHX 485023 - 485047
Class LO, 100-ton 4750 cubic foot covered hopper cars	11	NAHX 485276 - 485286

SCHEDULE 1
DESCRIPTION OF EQUIPMENT
Page 2

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Serial Number (Inclusive)</u>
Class LO, 100-ton 4750 cubic foot covered hopper cars	25	NAHX 485746 - 485770
Class LO, 100-ton 4750 cubic foot covered hopper cars	3	NAHX 486426 - 486428
Class LO, 100-ton 4750 cubic foot covered hopper cars	75	NAHX 486580 - 486654
Class LO, 100-ton 5000 cubic foot pressure differential (15 p.s.i), covered hopper cars	2	NAHX 550072 - 550073

SCHEDULE 2
DESCRIPTION OF LEASES

<u>Name and Address of Lessee</u>	<u>Date of Car Leasing Agreement</u>	<u>Term of Lease</u>	<u>Date of Lease</u>	<u>Type of Equipment</u>	<u># of Cars</u>	<u>Identifying Mark and Numbers Subject to Assigned Schedule</u>
Alleman Cooperative Company Main Street Alleman, Iowa	4/22/74	5 years	9/13/79	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	25	NAHX 485023 - 485047
Baroid, Division of NL Industries, Inc. 1230 Avenue of the Americas New York, New York 10020	1/25/79	5 years	4/23/80	3000 cubic foot pressure differential unloading (15 p.s.i.) covered hopper cars, 100-ton trucks, Class LO	20	NAHX 094280- 094299
Baroid, Division of NL Industries, Inc. 1230 Avenue of the Americas New York, New York 10020	1/25/79	5 years	7/16/80	3000 cubic foot pressure differential unloading (15 p.s.i.) covered hopper cars, 100-ton trucks, Class LO	20	NAHX 094300- 094319
Cass County Elevator, Inc. First and Chestnut Atlantic, Iowa	9/26/79	5 years	9/26/79	4750 cubic, foot covered hopper car, 100-ton trucks, Class LO	6	NAHX 484942 - 484947
CPC International Inc. International Plaza Englewood Cliffs, New Jersey	3/1/65	5 years	4/10/80	5000 cubic foot, 15 p.s.i., pressure differential covered hopper car, 100-ton trucks, Class LO	2	NAHX 550072 - 550073
Farmers Union Grain Terminal Association (Inc.) 1667 North Snelling Avenue St. Paul, Minnesota 55108	4/16/73	5 years	10/22/79	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	75	NAHX 486580 - 486654

SCHEDULE 2
DESCRIPTION OF LEASES

Page 2

<u>Name and Address of Lessee</u>	<u>Date of Car Leasing Agreement</u>	<u>Term of Lease</u>	<u>Date of Lease</u>	<u>Type of Equipment</u>	<u># of Cars</u>	<u>Identifying Mark and Numbers Subject to Assigned Schedules</u>
Good Seed & Grain Co. 510-512 E. Street Hamburg, Iowa	3/15/78	5 years	10/3/79	4750 cu cubic foot covered hopper er car, 100-ton trucks,ks, Class LO	11	NAHX 485276- 485286
Hercules, Incorporated 910 Market Street Wilmington, Delaware	6/1/64	5 years	9/18/80	4000 cubic foot slurry solution, pressure differen- tial unloading (15 p.s.i.) covered hopper cars, 100-ton trucks, Class LO	11	NAHX 390255- 390265
Hi-Line Farmers Union Grain Co. Main Street Peak, North Dakota	7/1/80	5 years	7/1/80	1) 4750 cubic foot covered hopper car, 100-ton trucks, Class LO 2) 5750 cubic foot covered hopper car, 100-ton trucks, Class LO	1) 3 2) 2	NAHX 486426 - 486428 NAHX 057916 - 057917
Hoople Farmers Grain Railroad Right of Way Hoople, North Dakota	10/18/73	5 years	9/7/80	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	10	NAHX 485003 - 485012
Manley Cooperative Grain Co. P.O. Box 68 One Mile East of Highway 50 Manley, Nebraska	12/12/79	5 years	12/12/79	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	25	NAHX 485746 - 485770
Mobay Chemical Corporation Penn Lincoln Parkway West Pittsburgh, Pennsylvania	4/3/79	5 years	3/7/80	5750 cubic foot covered hopper cars, 100-ton trucks, Class LO	15	NAHX 057918- 057932