



NORTH AMERICAN CAR CORPORATION

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

RECORDATION No. 12031-E-0-329A111
November 20, 1980 Filed 1425
NOV 24 1980-2 40 PM
Date NOV 24 1980
Fee \$ 10.00

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

Re: Filing of Amendment No. 2 ("Amendment") dated October 29, 1980, to Bailment Agreement and Assignment of Leases ("Bailment Agreement") dated as of June 10, 1980, between North American Car Corporation ("NAC") and Manufacturers National Bank of Detroit, as Owner-Trustee.

Dear Secretary:

Enclosed for recording under 49 U.S.C. §11303 are six executed counterparts of the Amendment. The Amendment amends Article 4 of the Bailment Agreement to delete the equipment described in the Amendment from the provisions only of that Article which grants NAC a purchase money security interest in various equipment. That equipment is not released from the other terms and conditions of the Bailment Agreement. The Bailment Agreement was recorded with the Interstate Commerce Commission on July 23, 1980, as Document No. 12031.

NAC's address is 222 South Riverside Plaza, Chicago, IL 60606. The address of Manufacturers National Bank of Detroit, as Owner-Trustee under The American Road Owner Trust No. 2 is 100 Renaissance Center, Detroit, MI 48243, ATTN: Corporate Agencies Administration.

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

Pursuant to the Commission's rules and regulations for the recording of certain documents under 49 U.S.C. §11303 you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining four 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,

By Edward H. Soderstrom II
Edward H. Soderstrom II
Assistant Secretary

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*Miss Lee -
this one is
12031-E*

AMENDMENT NO. 2
TO BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES

RECORDATION NO. 12031-E
Filed 1475

NOV 24 1980-2 40 PM
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT SHALL NOT BE DEEMED TO BE A RELEASE OF THE EQUIPMENT ENUMERATED HEREIN FROM THE TERMS AND CONDITIONS OF THE BAILMENT AGREEMENT.

Pursuant to Article 4 of the Bailment Agreement and Assignment of Leases dated as of June 10, 1980, as recorded with the Interstate Commerce Commission at 1:25 PM, July 23, 1980, as Recordation No. 12031 ("Bailment Agreement"), the Manufacturers National Bank of Detroit, as Owner Trustee, granted to North American Car Corporation ("NAC") a purchase money security interest in the railroad equipment from time to time subject thereto, and any Lease in respect thereof (as defined in the Bailment Agreement).

NAC, as seller of the following described equipment ("Equipment"):

- 14 - 5750 cu. ft. covered hopper cars (SN 057918-057921, 057923-057932)
- 66 - 4750 cu. ft. covered hopper cars (SN 485034, 485046, 485746-485748, 485750-485752, 485754-485758, 485760-485762, 485764-485768, 486587, 486590, 486610-486620, 486622-486649, 486651-486654)

hereby releases its purchase money security interest therein, and in and to any Lease in respect of any of the Equipment.

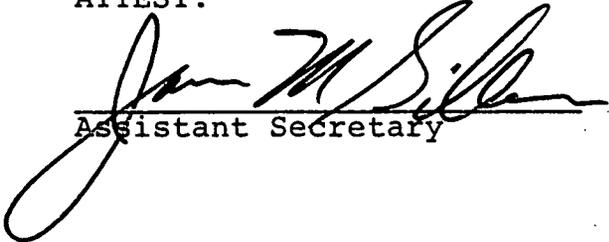
This amendment shall not be deemed in any way whatsoever to release any purchase money security interest hereinafter claimed by NAC in any other equipment subject to the Bailment Agreement, or any Lease in respect thereof, or to otherwise release the above described Equipment from the terms and conditions of the Bailment Agreement, as supplemented from time to time, other than the grant of the purchase money security interest pursuant to Article 4.

DATED: October 29, 1980.

NORTH AMERICAN CAR CORPORATION

(SEAL)

ATTEST:


Assistant Secretary

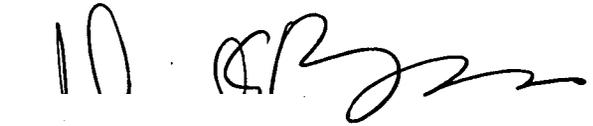

Harold Wong
Director of Investor Management Programs

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

(SEAL)

ATTEST:


VICE PRESIDENT AND TRUST OFFICER


By: VICE PRESIDENT AND TRUST OFFICER

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 29th day of October, 1980, before me personally came Harold Wong to me personally know, who, being by me duly sworn, is and does dispose and say that he is the Director of Investor Management Programs of North American Car Corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Debra A Kelly
Notary Public

(SEAL)

My Commission Expires 2/23/83.

STATE OF MICHIGAN)
) ss
COUNTY OF WAYNE)

On this 29th day of October, 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 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.

Taylor C. Segue
Notary Public

(SEAL)

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