TIGER LEASING GROUP

11417-B
RECORDATION NO. ..... Filed 1425

JAN 23 1980 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

January 21, 1980

Secretary
Interstate Commerce Commission
Washington, D.C.

11417-B

Re: Section 11303 Filing: Supplement dated as of January 21, 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

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 on January , 1980, under Recordation No.

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.

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

TIGER
LEASING
GROUP

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

SUPPLEMENT, dated as of January 21, 1980, to the BAILMENT 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"):

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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 21st day of January, 1980.

NORTH AMERICAN CAR CORPORATION

By _____

ATTEST:

_____
Assistant Secretary

GENERAL ELECTRIC CREDIT AND LEASING CORPORATION

By _____

Daniel C. Cooney
Manager-Operations

ATTEST:

_____

ATTESTING SECRETARY

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

On this 21st day of January 1979 80, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administrative Services 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)

STATE OF Connecticut)
: SS.:
COUNTY OF Fairfield)

On this 21 day of January, 1980, before me personally appeared Daniel C. Cooney, to me personally known, who, being by me duly sworn, says that he is a Manager of Operations 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)

Eleanor J. Sessa
Notary Public
ELEANOR J. SESSA
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

SCHEDULE A

Description of Equipment (including AAR designation	Quantity	Reporting Mark (Inclusive)	Serial Number (Inclusive)
4750 cubic foot covered hopper cars, 100-ton trucks, class LO	15	NAHX 482560-482574	482560-482574

SCHEDULE B

Dates and Numbers of Master Lease and Rider	Reporting Marks of Equipment Subject to Lease	Serial Numbers of Equipment Subject to Lease	Description of Equipment (including AAR desig.)
Car Leasing Agreement 5997 (dated 6/19/73) Rider No. 2 (dated 5/1/79)	NAHX 482560-482574	482560-482574	4750 cubic foot covered hopper cars, 100-ton trucks, class LO