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180 NORTH LA SALLE STREET  
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OF COUNSEL  
GERALD H. PUGH

December 15, 1983

11417-2  
KKK  
KKK  
KKK

DEC 21 1983 -2 46 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

**RE: Notice of Assignment dated December 15, 1983 between North American Car Corporation and General Electric Rail Services Corporation**

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the rules and regulations thereunder, enclosed for filing on behalf of North American Car Corporation are three (3) executed originals of the above-captioned Notice of Assignment which relates to a Bailment Agreement and Assignment of Leases dated as of November 2, 1979 and any amendments and supplements thereto and recorded with the Interstate Commerce Commission on January 23, 1980 under Recordation No. 11417. Please record this Notice of Assignment under that Recordation No.

*this should  
be  
11417-  
KKK  
KKK  
KKK*

The equipment is covered in the Bailment Agreement and Assignment of Leases and the names and addresses of the parties to the Notice of Assignment are as follows:

Assignor:

North American Car Corporation  
33 West Monroe Street  
Chicago, Illinois 60603

*Close dated*

Assignee:

General Electric Rail Services Corporation  
33 West Monroe Street  
Chicago, Illinois 60603

This Notice of Assignment is notice that all of North American Car Corporation's right, title and interest in and to the Bailment Agreement and Assignment of Leases has been transferred and assigned to General Electric Rail Services Corporation.

PEDERSEN & HOUPT

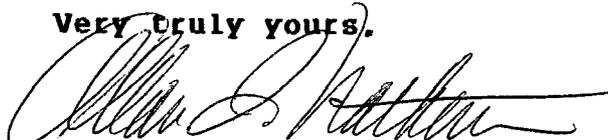
Secretary  
Interstate Commerce Commission  
December 15, 1983  
Page Two

Also enclosed is a check payable to the Interstate Commerce Commission in the amount of \$10.00 to cover the recording fee for this document.

Please cross index this filing against the name of the stated Assignee. Enclosed is an extra \$10.00 fee for this service.

Once the filing has been made, please return to bearer the stamped copies not required for filing purposes, together with the fee receipt and the two extra copies of this letter of transmittal.

Very truly yours,



Allan I. Nathan

AIN/had

Enclosure(s)

0997V

REGISTRATION NO. 11417 Filed 12/21/83

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KKK  
K/K/K  
K/K/K

NOTICE OF ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

THIS NOTICE OF ASSIGNMENT dated as of the 15th day of December, 1983, given by North American Car Corporation, a Delaware corporation ("NAC") and General Electric Rail Services Corporation, a Delaware corporation ("GERSCO").

W I T N E S S E T H:

WHEREAS, NAC and General Electric Credit and Leasing Corporation entered into that certain Bailment Agreement and Assignment of Leases, dated as of November 2, 1979, and any amendments and supplements thereto (the "Agreement") and filed with the Interstate Commerce Commission on January 23, 1980, under recordation number 11417.

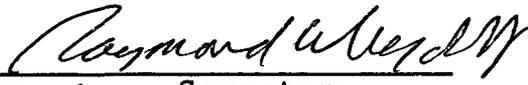
NOW, THEREFORE, pursuant to 49 USC 11303 and the rules and regulations of the Interstate Commerce Commission promulgated pursuant thereto, the parties hereto file this Notice of Assignment to give notice to all persons that all of the right, title and interest of NAC in and to the Agreement have been assigned to and accepted by GERSCO as of December 15, 1983.

IN WITNESS WHEREOF, NAC and GERSCO have executed this  
Notice of Assignment as of the date first above written.

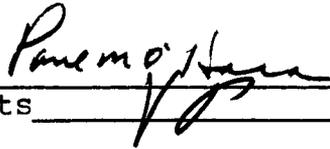
ATTEST:

  
\_\_\_\_\_  
Its Secretary

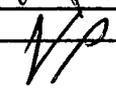
ATTEST:

  
\_\_\_\_\_  
Its ASST Secretary

NORTH AMERICAN CAR CORPORATION

By   
\_\_\_\_\_  
Its \_\_\_\_\_

GENERAL ELECTRIC RAIL SERVICES  
CORPORATION

By   
\_\_\_\_\_  
Its 



STATE OF ILLINOIS )  
 ) SS  
COUNTY OF C O O K )

I, Laurel G. Dolse, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that K. B. Reusterholz, Vice President of General Electric Rail Services Corporation, and Raymond W. Hayden Jr., Asst Secretary of said corporation, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument, as such Vice President and Asst Secretary, respectively appeared before me this day in person, and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the act of said corporation for the uses and purposes therein set forth; and that said Asst Secretary then and there acknowledged that he as custodian of the corporate seal of said corporation, did affix the corporate seal of said corporation to said instrument as his own free and voluntary act and as the act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 15<sup>th</sup> day of December, 1983.

Laurel G. Dolse  
Notary Public

My Commission Expires: 3/7/87

CERTIFICATE

The undersigned, being duly appointed officers of General Electric Credit Corporation, a <sup>NEW YORK</sup> ~~Delaware~~ corporation ("GECC"), and North American Car Corporation, a Delaware corporation ("NACC"), do hereby certify that the transactions contemplated by the Asset Purchase Agreement, dated the 14th day of February, 1986, as amended, entered into by and among GECC and NACC and certain of its subsidiaries and approved pursuant to orders of the United States Bankruptcy Court for the Central District of California in Case No. LA 84-23401-BR through LA 84-23417-BR authorizing such sale were consummated on July 3, 1986. Pursuant to the orders of the Bankruptcy Court, NACC and its subsidiaries sold each and every railcar owned by them to GECC free and clear of any and all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission under the recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of this 3rd day of July, 1986.

ATTEST:

By *[Signature]*  
ITS ASSISTANT SECRETARY

GENERAL ELECTRIC CREDIT CORPORATION,  
a ~~Delaware~~ <sup>NEW YORK</sup> Corporation

By *[Signature]*  
Its DESIGNATED REPRESENTATIVE

NORTH AMERICAN CAR CORPORATION, a Delaware Corporation

ATTEST:

By *[Signature]*

By *[Signature]*  
Its PRESIDENT

CERTIFICATE

The undersigned, being duly appointed officers of General Electric Credit Corporation, a <sup>NEW YORK</sup> ~~Delaware~~ corporation ("GECC"), and North American Car Corporation, a Delaware corporation ("NACC"), do hereby certify that the transactions contemplated by the Asset Purchase Agreement, dated the 14th day of February, 1986, as amended, entered into by and among GECC and NACC and certain of its subsidiaries and approved pursuant to orders of the United States Bankruptcy Court for the Central District of California in Case No. LA 84-23401-BR through LA 84-23417-BR authorizing such sale were consummated on July 3, 1986. Pursuant to the orders of the Bankruptcy Court, NACC and its subsidiaries sold each and every railcar owned by them to GECC free and clear of any and all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission under the recordation numbers listed on Exhibit A attached hereto.

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By *[Signature]*  
 ITS ASSISTANT SECRETARY

GENERAL ELECTRIC CREDIT CORPORATION,  
 a ~~Delaware~~ Corporation  
<sup>NEW YORK</sup>

By *[Signature]*  
 Its DESIGNATED REPRESENTATIVE

NORTH AMERICAN CAR CORPORATION, a  
 Delaware Corporation

ATTEST:

By *[Signature]*

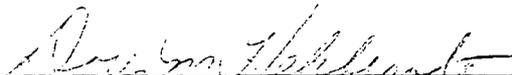
By *[Signature]*  
 Its PRESIDENT

CERTIFICATE

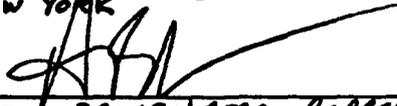
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ATTEST:

By   
 ITS ASSISTANT SECRETARY

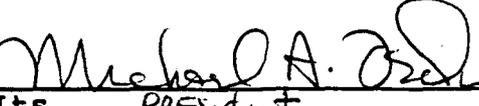
GENERAL ELECTRIC CREDIT CORPORATION,  
 a ~~Delaware~~ Corporation  
 NEW YORK

By   
 Its DESIGNATED REPRESENTATIVE

ATTEST:

By 

NORTH AMERICAN CAR CORPORATION, a  
 Delaware Corporation

By   
 Its PRESIDENT