



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

No. **1-058A123**
Date **FEB 25 1981**
Fee \$ **10.00**
KCC Washington, D.C.
RECORDATION NO. **12031** Filed 142b

RECEIVED
FEB 25 4 09 PM '81
I.C.C.
FEE OPERATION BR.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

FFB 25 1981 -4 11 PM

INTERSTATE COMMERCE COMMISSION
Re: Section 11303 Filing: Supplemental Bailment No. 5
Agreement and Assignment of Leases, dated as of
February ~~24~~, 1981 to the Bailment Agreement and
Assignment of Leases, dated as of June 10, 1980,
by and between Manufacturers National Bank of
Detroit (the "Owner Trustee") and North American
Car Corporation ("Manager").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the
Interstate Commerce Act are executed counterparts of the
Supplement No. 5 to the Bailment Agreement and Assignment of
Leases, between the Owner Trustee and the Manager, dated as
of February ~~24~~, 1981 (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.

984
File in 12031 - I

984
Consent to Assignment

Secretary
Interstate Commerce Commission
Page Two

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,



Edward H. Soderstrom II
General Counsel
Investor Management Programs

EHS/dak

Interstate Commerce Commission
Washington, D.C. 20423

2/25/81

OFFICE OF THE SECRETARY

Edward H. Soderstrom
North American Car Corp.
33 West Monroe
Chicago, Illinois 60603

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 2/25/81 at 4:15pm, and assigned re-
recording number(s). 12031-I

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 12031 Filed 1426

FFB 25 1981 - 4 11 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 5

TO

BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES

THIS SUPPLEMENT NO. 5 is dated as of February 24, 1981, 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 & SENIOR TRUST OFFICER

ATTEST:

Title: GARY A. FAILLA
Trust Officer

NORTH AMERICAN CAR CORPORATION

(Corporate Seal)

By

Its Director - Investor Management
Programs

ATTEST:

Title: Assistant Secretary

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

On this 20th day of February, 19 81, before me personally appeared DONALD E. BLACK to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT & SENIOR 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 February 20th, 1981, 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.

Richard J. Puhert
Notary Public

My Commission Expires:

RICHARD J. PUHER
Notary Public Oakland County, Mich.
Acting In Wayne County, Mich.
My Commission Expires Aug. 5, 1984

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

On this 12 day of February, 19 81, before me personally appeared Harold Wong to me personally known, who, being by me duly sworn, says that he is the Director, Investor Mgmt Programs 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.

David M. Helman
Notary Public

My Commission Expires:

5-6-82.

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	057916- 057917
Class LO, 100-ton 5750 cubic foot hopper cars	15	057918- 057932
Class LO, 100-ton 3000 cubic foot pressure differential unloading (15 p.s.i.) covered hopper cars	20	094280- 094299
Class LO, 100-ton 3000 cubic foot pressure differential unloading (15 p.s.i.) covered hopper cars	20	094300- 094319
Class LO, 100-ton, 4000 cubic foot slurry solution pressure differential unloading (15 p.s.i.) covered hopper cars	11	390255- 390265
Class LO, 100-ton 4750 cubic foot covered hopper cars	6	484942- 484947
Class LO, 100-ton 4740 cubic foot covered hopper cars	10	485003- 485012
Class LO, 100-ton 4750 cubic foot covered hopper cars	25	485023- 485047

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	485746- 485770
Class LO, 100-ton 4750 cubic foot covered hopper cars	3	486426- 486428
Class LO, 100-ton 4750 cubic foot covered hopper cars	75	486580- 486654
Class LO, 100-ton 5000 cubic foot pressure differential (15 p.s.i.), covered hopper cars	2	550072- 550073
Class LO, 100-ton 4750 cubic foot covered hopper cars	134	63107- 63240

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
N.L. Baroid/N.L. Industries, Inc. 1230 Avenue of the America 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
N.L. Baroid/N.L. 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
Chicago & Northwestern Transportation Co. 400 West Madison Street Chicago, Illinois 60606	1/2/81	5 years		4750 cubic fo 4750 cubic foot covered hopper car, 100-ton trucks, Class LO	134	CNW 190100 - 190233
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 Schedule</u>
Hercules, Incorporated 910 Market Street Wilmington, Delaware	6/1/64	5 years	9/18/80	4000 cubic foot slurry solution, pressure differential 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 cars, 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 car, 100-ton trucks, Class LO	15	NAHX 057918 - 057932