NORTH AMERICAN CAR
A TIGER INTERNATIONAL COMPANY

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

RECORDATION NO. 12031-O Filed 1425

MAR 1 - 1983 - 9 45 AM

INTERSTATE COMMERCE COMMISSION

February 15, 1983

3-060A010

No. MAR 1 1983
Date.....
Fee $...10.00
ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and several counterparts of the documents described below to be recorded pursuant to section 11303 of title 49 of the U.S. Code.

This document is a Supplement, a secondary document, dated as of January 27, 1983.

We think this one is 12031-O

The primary document to which this is connected is recorded under the Recordation No. 12031.

The names and addresses of the parties to the document are as follows:

Bailor and Assignee: Manufacturers National Bank of Detroit, as Owner-Trustee under The American Road Trust No. 2
100 Renaissance Center
Detroit, Michigan 48243
Attn: Corporate Agencies Administration

Bailee and Assignor: North American Car Corporation
33 West Monroe Street
Chicago, IL 60603

A description of the equipment covered by the document follows:

144 4750 cu. ft. covered hopper cars (Class LO), SN 484942-484947, 485003-485012, 485023-485047, 485746-485770, 486426-486428, 486580-486654.

17 5750 cu. ft. covered hopper cars (Class LO), SN 057916-057932.

40 3000 cu. ft. covered hopper cars, pressure differential unloading (15 (psi) (Class LO), SN 094280-094319.

11 4000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) (Class LO), SN 390255-390265.

MAR 1 9 35 AM '73
I.C.C.
FEE OPERATION BR.

Counterpart — Silver Homeyer

NORTH AMERICAN CAR

2 5000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) (Class LO), SN 550072-550073.

Supplement dated as of January 27, 1983 to Bailment Agreement and Assignment of Leases dated as of June 10, 1980 between Manufacturers National Bank of Detroit, as Owner-Trustee under The American Road Owner Trust No. 2, 100 Renaissance Center, Detroit, Michigan 48243, Attn: Corporate Agencies Administration, Bailor and Assignee, and North American Car Corporation, 33 West Monroe St. Chicago, IL 60603, Bailee and Assignor, covering the following equipment:

144 4750 cu. ft. covered hopper cars, (Class LO), SN 484942-484947, 485003-485012, 485023-485047, 485746-485770, 486426-486428, 486580-486654.

17 5750 cu. ft. covered hopper cars (Class LO), SN 057916-057932.

40 3000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) (Class LO), SN 094280-094319.

11 4000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) (Class LO), SN 390255-390265.

2 5000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) (Class LO), SN 550072-550073.

Sincerely,

Edward H. Soderstrom II

EHS/la

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Edward H. Soderstrom II
North American Car Corporation
33 West Monroe
Chicago, IL 60603

March 1, 1983

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 3/1/83 at 9:45AM, and assigned re-recordation number(s). 12031-0

Sincerely yours,

Agatha L. Mergenovich

Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

12031-0

RECORDATION NO. 12031-0 Filed 1425

MAR 1 - 1983 - 9 45 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 9

TO

BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES

THIS SUPPLEMENT NO. 9 is dated as of January 27, 1983 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 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 2 to the Bailment Agreement is hereby amended to add the following Leases to the extent each Lease covers the cars identified opposite its description:

Kankakee, Beaverville and Southern Railroad P.O. Box 60 Beaverville, Il 60912	Leased Dated 2/1/78 Rider Dated 1/1/83	14 - 4750 cu. ft. covered hopper cars (SN485746, 485748,485752,485753, 485755,485756,485757, 485759,485762,485763, 485765,485766,485769, 485770)

and that said Schedule 2 shall be 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: TRUST ~~ADMINISTRATOR~~

NORTH AMERICAN CAR CORPORATION

(Corporate Seal)

By _____
Its Vice President

ATTEST:

_____
Title: Asst. Secy

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

On this 25th day of FEBRUARY, 1983, before me personally appeared DONALD E. BLACK to me personally known, who, being by me duly sworn, says that (s)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 25, 1983, signed and sealed on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Mark Nelson
Notary Public

MARK NELSON
Notary Public Washtenaw County, Mich.
Acting In Wayne County, Mich.
My Commission Expires Mar. 23, 1985

My Commission Expires:

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

On this 15 day of February, 1983, before me personally appeared Robert Greenbury to me personally known, who, being by me duly sworn, says that he is the Vice President ~~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.

Fred B Baechle
Notary Public

My Commission Expires:

4-8-86

SCHEDULE 2
DESCRIPTION OF LEASES

Name and Address of Lessee	Date of Car Leasing Agreement	Term of Lease	Date of Lease	Type of Equipment	# of Cars	Identifying Mark and Numbers Subject to Assigned Schedule
Alleman Cooperative Co. Main Street Alleman, Iowa	4/22/74	5 Years	9/13/79	4750 cu. ft. covered hopper car, 100-ton trucks, Class LO	25	NAHX 485023 - 485047
N.L. Baroid/N.L. Industries 1230 Avenue of the Americas New York, New York 10020	1/25/79	5 Years	4/23/80	3000 cu. ft. 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 1230 Avenue of the Americas New York, New York 10020	1/25/79	5 Years	7/16/80	3000 cu. ft. 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 cu. ft. 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 cu. ft., (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 cu. ft. covered hopper car, 100-ton trucks, Class LO	75	NAHX 486580 - 486654

SCHEDULE 2
DESCRIPTION OF LEASES

Name and Address of Lessee	Date of Car Leasing Agreement	Term of Lease	Date of Lease	Type of Equipment	# of Cars	Identifying Mark and Numbers Subject to Assigned Schedul
Hercules, Inc. 910 Market Street Wilmington, Delaware	6/1/64	5 Years	9/18/80	4000 cu. ft. 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 cu. ft. covered hopper car, 100-ton trucks, Class LO	3	NAHX 486426 - 486428
				2. 5750 cu. ft. covered hopper cars, 100-ton trucks, Class LO	2	NAHX 057916 - 057917
Hoople Farmers Grain Railroad Right of Way Hoople, North Dakota	10/18/73	5 Years	9/7/80	4750 cu. ft. 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 cu. ft. covered hopper car, 100-ton trucks, Class LO	10	NAHX 485747, 485749,485750, 485751,485754, 485758,485760, 485761,485764, 485768

SCHEDULE 2
DESCRIPTION OF LEASES

Name and Address of Lessee	Date of Car Leasing Agreement	Term of Lease	Date of Lease	Type of Equipment	# of Cars	Identifying Mark and Numbers Subject to Assigned Schedul
Mobay Chemical Corporation Penn Lincoln Parkway West Pittsburgh, Pennsylvania	4/3/79	5 Years	3/7/80	5750 cu. ft. covered hopper car, 100-ton trucks, Class LO	15	NAHX 057918 - 057932
Demeter, Inc. Box 465 Fowler, Indiana	9/01/82	1 Year	9/17/82	4750 cu. ft. covered hopper car, 100-ton trucks, Class LO	1	NAHX 485767
Kankakee, Beaverville & Southern Railroad P.O. Box 60 Beaverville, IL 60912	2/1/78	1 year	1/1/83	4750 cu. ft. covered hopper car, 100-ton trucks, Class LO	14	NAHX 485746, 485748,485752, 485753,485755, 485756,485757, 485759,485762, 485763,485765, 485766,485769, 485770