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December 15, 1983

RECORDATION NO. 12031-P Filed 1425

DEC 21 1983 - 2 40 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 June 10, 1980 and any amendments and supplements thereto and recorded with the Interstate Commerce Commission on July 23, 1980 under Recordation No. 12031. Please record this Notice of Assignment under that Recordation No.

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

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.

This should be 12031-P

cross out

PEDERSEN & HOUPT

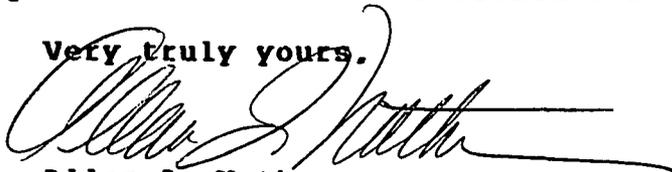
**Secretary
Interstate Commerce Commission
December 15, 1983
Page Two**

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,

A handwritten signature in cursive script, appearing to read "Allan I. Nathan", written over a horizontal line.

Allan I. Nathan

AIN/had

Enclosure(s)

1002V

RECORDATION NO. 12031-8
FILED 1425

NOTICE OF ASSIGNMENT

DEC 21 1983 -2 40 PM

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 Manufacturers National Bank of Detroit, N.A., not in its individual capacity, but solely as Trustee under the American Road Owner Trust No. 2 entered into that certain Bailment Agreement and Assignment of Leases, dated as of June 10, 1980, and any amendments and supplements thereto (the "Agreement") and filed with the Interstate Commerce Commission on July 23, 1980, under recordation number 12031.

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.

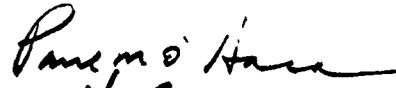
IN WITNESS WHEREOF, NAC and GERSCO have executed this
Notice of Assignment as of the date first above written.

ATTEST:



Its Secretary

NORTH AMERICAN CAR CORPORATION

By 
Its VP

ATTEST:

Raymond W Cecyler
Its Asst Secretary

GENERAL ELECTRIC RAIL SERVICES
CORPORATION

By 
Its VP

