

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
THOMAS A. FRAZIER, JR.  
ROBERT S. HOPE  
JOHN H. DOYLE  
MILTON C. GRACE\*

\* NOT A MEMBER OF D. C. BAR

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D. C.

20006

RECORDATION NO. 6158 A

NOV 18 1976 2 01 PM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
LARSON

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

November 15, 1976 6323A/56

Interstate Commerce Commission  
Washington, D.C. 20423

NOV 18 1976

10-

ICC Washington, D. C

RECEIVED  
NOV 18 2 19 PM '76  
I.C.C.  
FEE OPERATIONS

Gentlemen:

Enclosed for recordation under the provisions of section 20c of the Interstate Commerce Act and the rules and regulations thereunder, as amended, are three executed copies of an Amendment to an Equipment Lease dated as of April 1, 1974.

The enclosed document amends an Equipment Lease dated as of May 12, 1971 which was duly recorded on May 21, 1971 and assigned Recordation Number 6156.

A general description of the railroad equipment covered by the enclosed document is attached hereto and marked Exhibit A.

The names and addresses of the parties to the Amendment to an Equipment Lease are, as follows:

Lessee: Grand Trunk Western Railroad Company  
131 West Lafayette Boulevard  
Detroit, Michigan 48226

Lessor: Trust Company for USL, Inc. As Successor to  
G.D. MacKay and H. Krollfeifer, Jr.  
Trustees under GTW Trust No. 6  
c/o United States Leasing International, Inc.  
633 Battery Street  
San Francisco, California 94111

The undersigned is the authorized agent for the Lessee for the purpose of submitting the enclosed document for recordation and has knowledge of the matters set forth therein.

*Carlyle*

Interstate Commerce  
Commission

2.

November 15, 1976

Please return one executed copy of the Amendment to an  
Equipment Lease to the bearer of this letter.

Also enclosed is a remittance in the amount of \$10.00  
covering the required recordation fee.

Very truly yours,

By ALVORD AND ALVORD for  
Grand Trunk Western Railroad  
Company

By *Charles T. Kappler*  
Charles T. Kappler

CTK/ew

Enclosures

AMENDMENT TO AN EQUIPMENT LEASE

NOV 18 1976 -2 25 PM

INTERSTATE COMMERCE COMMISSION  
AMENDMENT dated as of April 1, 1974 to Equipment Lease  
dated as of May 12, 1971

BETWEEN: Trust Company for USL, Inc. As Successor Trustee to  
G.D. MACKAY AND H. KROLLFEIFFER, JR. as Trustees under  
GTW Trust No. 6, (hereinafter called the "Lessor"),

OF THE FIRST PART

AND: UNITED STATES LEASING INTERNATIONAL, INC., a California  
corporation, (hereinafter called the "Agent"),

OF THE SECOND PART

AND: GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation,  
(hereinafter called the "Lessee"),

OF THE THIRD PART

AND: THE LINCOLN NATIONAL LIFE INSURANCE COMPANY, an Indiana  
corporation, (hereinafter called the "Secured Party")

OF THE FOURTH PART

WHEREAS the parties hereto executed an Equipment Lease dated as of  
May 12, 1971 and which was on May 21, 1971 recorded with the Interstate Commerce  
Commission as Number 6153 and deposited with the Registrar General of Canada; and

WHEREAS the said Equipment Lease was assigned by the Lessor to the  
Secured party under the terms of an Assignment of Lease dated as of May 12, 1971  
and recorded with the Interstate Commerce Commission on May 21, 1971 as Number 6153  
and deposited with the Registrar General of Canada; and

WHEREAS the said Equipment Lease covers sixty-six (66) 89' Frame Flat  
Cars bearing Railroad Car Numbers GTW 303394 to 303459 inclusive; and

WHEREAS the Lessee desires to change the Railroad Car Numbers on forty-  
six (46) of the Railroad Cars and assign new numbers to the said cars; and

WHEREAS the Lessor and the Secured Party have given their prior written  
consent to the said change in Railroad Car Numbers;

NOW THEREFORE in consideration of the premises and the payment of One  
Dollar (\$1.00) by the Lessee to the Lessor, the Agent and the Secured Party, the  
receipt of which is hereby acknowledged, the parties hereby agree as follows:

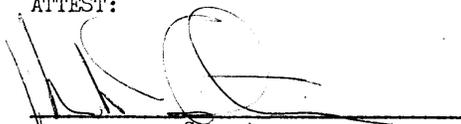
1. That the forty-six (46) 89' Frame Flat Cars bearing the Railroad Car Numbers  
referred to in Column I of Exhibit A hereto shall be restencilled and renumbered  
in accordance with the identifying Railroad Car Numbers set forth in Column II  
of Exhibit A hereto.

2. That during the period of restencilling and renumbering, the said cars may bear either the GTW or CNA identifying numbers referred to in Columns I and II of Exhibit A hereto.
3. That upon completion of the restencilling and renumbering of the said cars, the Lessee shall provide the parties hereto and file with the Interstate Commerce Commission and the Registrar General of Canada, a statement signed by a Vice-President of the said Lessee and stating that the cars have been restencilled in accordance herewith and that the cars will thereafter bear the CNA identifying numbers referred to in Column II of Exhibit A hereto.
4. All costs related to the restencilling and recordation of this Amendment and the statement referred to herein with the Interstate Commerce Commission and the Registrar General of Canada shall be at the expense and obligation of the Lessee.
5. The parties hereto agree that in all other respects, the said Equipment Lease shall remain in full force and effect in accordance with its original terms.

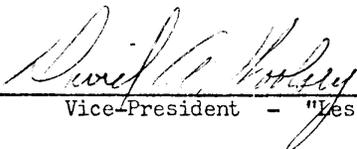
IN WITNESS WHEREOF, the Lessor, the Agent, the Lessee and the Secured Party have each caused this instrument to be executed in its corporate name by its President or by one of its Vice-Presidents thereunto duly authorized, and by its corporate seal being affixed and attested by its Secretary or one of its Assistant Secretaries, all as of the date and year above written.

(CORPORATE SEAL)

ATTEST:

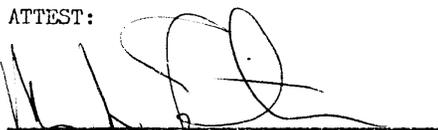
  
Secretary

Trust Company for USL, Inc.  
As Successor Trustee to  
G.D. MACKAY AND H. KROLLFEIFER, JR.  
as Trustee under GTW Trust No. 6

By:   
Vice-President - "Lessor"

(CORPORATE SEAL)

ATTEST:

  
Secretary

UNITED STATES LEASING INTERNATIONAL, INC.

By:   
Vice-President - "Agent"

(CORPORATE SEAL)

GRAND TRUNK WESTERN RAILROAD COMPANY

ATTEST:

E. S. Jontaine  
Secretary

By: MA 9-7-76  
Vice-President - "Lessee"

*Approved  
to form 259 9/11/76*

(CORPORATE SEAL)

THE LINCOLN NATIONAL LIFE INSURANCE COMPANY

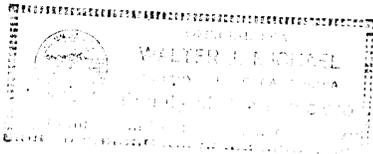
ATTEST:

C. Marcus  
Assistant Secretary

By: A. J. Eckert 3-  
Vice-President - "Secured Party" 27  
A. J. ECKERT  
VICE PRESIDENT

STATE OF CALIFORNIA )  
CITY AND COUNTY OF SAN FRANCISCO ) SS.

On this 10th day of February 1976 before me personally appeared David A. Weelsen, to me personally known, who being by me duly sworn, says that he is Vice President of TRUST COMPANY FOR USL, INC. that the seal affixed to the foregoing instrument is the corporate seal of said corporation, 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.



Walter J. Michal  
Notary Public

(Notary Seal)

My commission expires: December 6, 1979

STATE OF CALIFORNIA )  
CITY AND COUNTY OF SAN FRANCISCO ) SS.

On this 10th day of February 1976 before me personally appeared Dee Waken, to me personally known, who being by me duly sworn, says that she is Vice President of UNITED STATES LEASING INTERNATIONAL, INC. that the seal affixed to the foregoing instrument is the corporate seal of said corporation that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Walter J. Michal  
Notary Public

(Notary Seal)

My commission expires: December 6, 1979

STATE OF MICHIGAN )  
COUNTY OF WAYNE ) SS.

On this 17th day of September, before me personally appeared P. E. Tatro, to me personally known, who being duly sworn, says that he is the Vice President ~~President~~ of GRAND TRUNK WESTERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, 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.

J. A. Brewer  
Notary Public

(Notary Seal)

My commission expires: J. A. BREWER  
Notary Public, Wayne County, Mich.  
My Commission Expires Feb. 6, 1978



EXHIBIT A

TO THE AMENDMENT DATED APRIL 1, 1974  
OF EQUIPMENT LEASE BETWEEN  
GD MACKAY AND H KROLLFEIFER, JR.  
UNITED STATES LEASING INTERNATIONAL, INC.  
GRAND TRUNK WESTERN RAILROAD COMPANY  
AND  
THE LINCOLN NATIONAL LIFE INSURANCE COMPANY

COLUMN I

COLUMN II

GTW303394	CNA753111
303395	753112
303396	753113
303397	753114
303398	753115
303399	753116
303400	753117
303401	753118
303402	753119
303403	753120
303404	753121
303405	753122
303406	753123
303407	753124
303408	753125
303409	753126
303410	753127
303411	753128
303412	753129
303413	753130
303414	753131
303415	753132
303416	753133
303417	753134
303418	753135
303419	753136
303420	753137
303421	753138
303422	753139
303423	753140
303424	753141
303425	753142
303426	753143
303427	753144
303428	753145
303429	753146
303430	753147
303431	753148
303432	753149
303433	753150
303434	753151
303435	753152
303436	753153
303437	753154
303438	753155
303439	753156

STATEMENT OF CHANGE OF  
EQUIPMENT IDENTIFICATION

The undersigned, GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation, the Lessee under the Equipment Lease described below, hereby states and gives notice to the Lessor referred to below and to the assignee of the Lessor, as mortgagee and secured party under the Security Agreement referred to below, of the following changes of equipment identification:

Description of Equipment Lease Covering Equipment:

Title: Equipment Lease

Date : May 12, 1971

Names and Addresses  
of Parties Thereto:

Lessee: Grand Trunk Western Railroad Company  
131 West Lafayette Boulevard  
Detroit, Michigan 48226

Lessor: Trust Company for USL, Inc. As Successor Trustee to  
G.D. Mackay and H. Krollfeifer, Jr.  
Trustees under GTW Trust No. 6  
United States Leasing International, Inc.  
633 Battery Street  
San Francisco, Cal. 94111 (the "Lessor")

ICC Filing Data Covering Equipment Lease:

No. 6153, 21 May 1971

Canadian Recordation Data Covering Equipment Lease:

Deposited with the Registrar General of Canada on 21 May 1971

Identification of Security Agreement assigning Lessor's interest  
in Equipment Lease to Secured Party:

Title: Assignment, Chattel Mortgage and Security Agreement

Date : May 12, 1971

Secured Party: The Lincoln National Life Insurance Company  
(the "Secured Party")

ICC Filing Data Covering Security Agreement:

No. 6153, 21 May 1971

Canadian Recordation Data Covering Equipment Lease:

Deposited with the Registrar General of Canada on 21 May 1971

Changes in Identification of Equipment originally described in  
Equipment Lease and Security Agreement:

<u>GENERAL DESCRIPTION OF ITEM</u>	<u>PREVIOUS ROAD MARK AND NUMBER</u>	<u>NEW ROAD MARK AND NUMBER</u>
46-89' Frame Flat Cars	GTW303394	CNA753111
	303395	753112
	303396	753113
	303397	753114
	303398	753115
	303399	753116
	303400	753117
	303401	753118

GENERAL DESCRIPTION  
OF ITEM

PREVIOUS ROAD  
MARK AND NUMBER

NEW ROAD MARK  
AND NUMBER

46-89' Frame Flat Cars

GTW 303402  
303403  
303404  
303405  
303406  
303407  
303408  
303409  
303410  
303411  
303412  
303413  
303414  
303415  
303416  
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CNA753119  
753120  
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753131  
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753155  
753156

The undersigned requests the consent of the Lessor and the Secured Party with respect to the changes set forth above.

GRAND TRUNK WESTERN RAILROAD COMPANY

E. G. McIntire

By

MA

9-17-76

Secretary

Its Vice President

(SEAL)

Consented and agreed to:

Trust Company for USL, Inc. As Successor  
Trustee

By

David A. Hooley

Its

Vice-President

~~Lessor~~

*Approved by  
12/28/76*

THE LINCOLN NATIONAL LIFE INSURANCE COMPANY

By

*A. J. Eckert*

Qw  
24

Its

A. J. ECKERT  
VICE PRESIDENT

\_\_\_\_\_

Secured Party

A C K N O W L E D G E M E N T

STATE OF MICHIGAN     )  
                              )   SS  
COUNTY OF WAYNE     )

On this 17th day of September, 1976,  
before me personally appeared P. E. Tatro,  
to me personally known, who being by me duly sworn, says that he  
is a Vice President of GRAND TRUNK WESTERN RAILROAD  
COMPANY, that one of the Seals affixed to the foregoing instrument  
is the Corporate Seal of said corporation, 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.

(SEAL)

J. A. Brewer  
Notary Public

My commission expires: NOTARY PUBLIC STATE OF MICHIGAN  
EXPIRES SEPTEMBER 1, 1978