

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**  
RECORDATION NO. *6021-C* Filed & Recorded  
200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D. C.  
20006

OF COUNSEL  
ESS LARSON

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202

3932268

November 15, 1976

NOV 18 1976 2 25 PM

INTERSTATE COMMERCE COMMISSION  
OPERATION BR.

I.C.C.

RECEIVED

NOV 18 1976

6-323A056

NOV 18 1976

Interstate Commerce Commission  
Washington, D.C. 20423

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 December 3, 1968 which was duly recorded on December 16, 1968 and assigned Recordation Number 6021.

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: Trustees under GTW Trust No. 1  
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.

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

*C.F. Kowale*  
*Overly*

Interstate Commerce  
Commission

2.

November 15, 1976

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

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/18/76

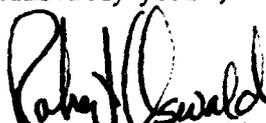
OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord and Alvord for  
Grand Trunk Western RR. Co.  
200 World Building Center  
918 16th St. N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 11/18/76 at 2:25pm , and assigned recordation number(s) 6021-C & 6153-A

Sincerely yours,

  
Robert L. Oswald  
Secretary

Enclosure(s)

SE-30  
(5/76)

AMENDMENT TO AN  
EQUIPMENT LEASE

RECORDATION NO. 6021-C Filed & Recorded  
NOV 18 1976 2 25 PM  
INTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of April 1, 1974 to Equipment Lease dated as of December 3, 1968.

BETWEEN: D.E. MUNDELL AND BEN MAUSHARDT  
(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: WELLS FARGO BANK, N.A., a California corpora-  
tion (hereinafter called the "Trustee")

OF THE FOURTH PART

WHEREAS the Lessor, Agent and Lessee have executed an Equipment Lease dated as of December 3, 1968 and which was on December 16, 1968, recorded with the Interstate Commerce Commission as Number 6021 and deposited with the Registrar General of Canada; and

WHEREAS the said Equipment Lease was assigned by the Lessor to the Trustee, under the terms of a Chattel Mortgage Trust Deed, Assignment of Rents and Security Agreement dated as of March 6, 1969 and recorded with the Interstate Commerce Commission on March 6, 1969 as Number 5175 and deposited with the Registrar General of Canada; and

WHEREAS the said Security Agreement was subject of the First Supplemental Chattel Mortgage Trust Deed Assignment of Rents and Security Agreement dated as of April 17, 1969, and recorded with the Interstate Commerce Commission on April 22, 1969 as Number 5175A and deposited with the Registrar General of Canada; and

WHEREAS the said Equipment Lease was amended by a First Amendment dated as of March 1, 1969 and which was recorded with the Interstate Commerce Commission on May 29, 1969 as Number 6021-A; and

WHEREAS the said Equipment Lease covered two hundred and forty-nine (249) 89'4" Lo-dek Tri-Level Flat Cars bearing Railroad Car Numbers GTW 304736 to 304826 and CN 702260 to 702417 inclusive, two hundred and forty-nine (249) Tri-Level Automobile Racks, six hundred and fifty (650) 50'6" 70-ton Cushioned Underframe Box Cars bearing Railroad Car Numbers CVC 402000 to 402499 and DWC 403000 to 403149 inclusive, fifty-one (51) 86'6" High Cube Box Cars bearing Railroad Car Numbers GTW 306500 to 306550 inclusive, and sixteen (16) 60'9" 100-ton High Density Box Cars bearing Railroad Car Numbers CN 799000 to 799015 inclusive; and

WHEREAS the parties agreed to amend the Car Numbers of twenty-six (26) of the two hundred and forty-nine (249) Lo-dek Tri-Level Flat Cars bearing Railroad Car Numbers GTW 304736 to 304826 and CN 702260 to 702417 inclusive, by way of a Second Amendment dated as of May 29, 1969 to the Equipment Lease so that the two hundred and forty-nine (249) Railroad Cars are presently marked as follows:

GTW 304736 to 304852 and CN 702260 to 702269, 702272 to 702303, 702305 to 702307, 702309, 702311 to 702313, 702315 to 702318, 702321, 702323 to 702328, 702331 to 702339, 702341 to 702345, 702348 to 702358, 702360, 702362 to 702365, 702367 to 702374, 702376 to 702378, 702380 to 702387, 702389, 702390, 702392 to 702400, 702402, 702403, 702405 to 702408, 702410, 702412, 702413, 702415 to 702417

and such Second Amendment to Equipment Lease was recorded with the Interstate Commerce Commission on May 29, 1969 as Number 6021-B; and

WHEREAS the Lessee desires to change the Railroad Car Numbers on <sup>TEN</sup>~~nine~~ (10) (9) of the 86'6" High Cube Box Cars and three (3) of the 89'4" Lo-dek Tri-Level Flat Cars; and

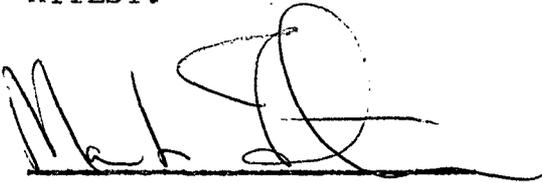
WHEREAS the Lessor and the secured Party have given their prior written consent to the said change in Railroad Car Numbers;

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 Trustee, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. That the twelve (~~12~~<sup>13</sup>) Railroad 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 Railroad 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 Trustee 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.

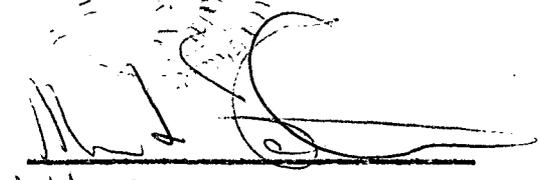
(CORPORATE SEAL)  
ATTEST:

  
Secretary

D.E. MUNDELL AND BEN MAUSHARDT  
Trustees under GTW Trust No. 1

By: Bm Maushardt  
~~Vice-President - "Lessor"~~  
Trustee

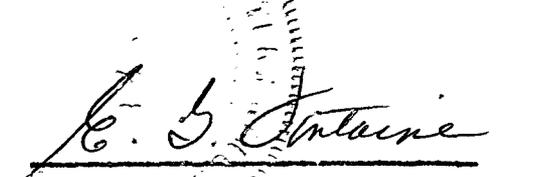
(CORPORATE SEAL)  
ATTEST:

  
Secretary

UNITED STATES LEASING INTERNATIONAL,  
INC.

By: Kesa Wakeman  
Vice-President - "Agent"

(CORPORATE SEAL)  
ATTEST:

  
Secretary

GRAND TRUNK WESTERN RAILROAD COMPANY

By: MA 9-17-76  
Vice-President - "Lessee"

*Approved to loan  
9/20/76*

(CORPORATE SEAL)  
ATTEST:

  
Secretary

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: Joel W. Welfs  
Vice-President - "Trustee"

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

On this \_\_\_\_\_ day of \_\_\_\_\_, 197\_, before me personally appeared \_\_\_\_\_, to me known to be one of the persons described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.

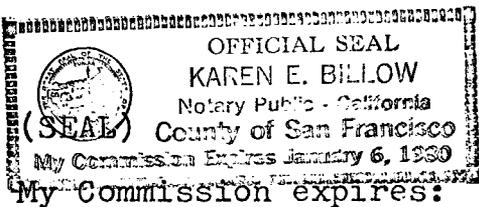
(SEAL)

My Commission expires:

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

On this 10<sup>TH</sup> day of February 1976, before me personally appeared Ben Mauerhardt, to me known to be one of the persons described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.

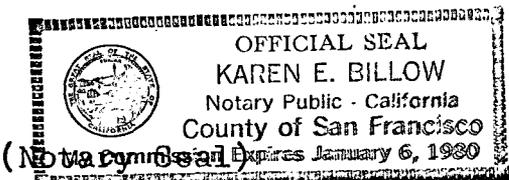
Karen E. Billow



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

On this 10<sup>TH</sup> day of February 1976, before me personally appeared Dora Waberman, 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.

Karen E. Billow  
Notary Public

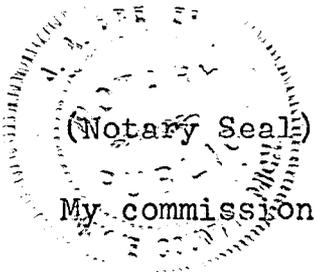


My commission expires: \_\_\_\_\_

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 by me duly sworn, says that he is the Vice 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



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

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

On this 12th day of FEBRUARY, before me personally appeared JACK W. WETZEL, to me personally known, who being by me duly sworn, says that he is the VICE President of WELLS FARGO BANK, N.A., 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.

Marguerite C. Chace  
Notary Public



(Notary Seal)  
My commission expires: FEB 7, 1979

EXHIBIT A

TO THE AMENDMENT DATED APRIL 1, 1974  
OF EQUIPMENT LEASE BETWEEN  
D.E. MUNDELL AND BEN MAUSHARDT  
UNITED STATES LEASING INTERNATIONAL, INC.  
GRAND TRUNK WESTERN RAILROAD COMPANY  
AND  
WELLS FARGO BANK, N.A.

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COLUMN I

GTW 306502  
306503  
306505  
306507  
306508  
306511  
306514  
306517  
306518  
304737  
304824  
304832  
*306504*

COLUMN II

CNA 798300  
798301  
798303  
798304  
798305  
798306  
798307  
798308  
798309  
702903  
702904  
702905  
*798302*

STATEMENT OF CHANGE OF  
EQUIPMENT IDENTIFICATION

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The undersigned, GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation, the Lessee under the Equipment Lease described below, hereby states and gives notice to 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: December 3, 1968

Names and Addresses of Parties Thereto:

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

Lessor - Trustees under GTW Trust No. 1  
c/o United States Leasing International,  
Inc.  
633 Battery Street  
San Francisco, California 94111  
(the "Lessor")

ICC Filing Data Covering Equipment Lease:

No. 6021, 16 December 1968

Canadian Recordation Data Covering Equipment Lease:

Deposited with the Registrar General of Canada on  
16 December 1968

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

Title: Chattel Mortgage Trust Deed, Assignment of Rents  
and Security Agreement

Date: March 6, 1969

Secured Party: Wells Fargo Bank, N.A.  
475 Sansome Street  
San Francisco, California 94111  
(the "Secured Party")

ICC Filing Data Covering Security Agreement:

No. 5175, on 6 March 1969

Canadian Recordation Data Covering Equipment Lease:

Deposited with the Registrar General of Canada on  
6 March 1969

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>
9 - 86'6" High Cube Box Cars	GTW <sup>306509</sup> 306502	CNA <sup>798302</sup> 798300
	306503	798301
	306505	798303
	306507	798304
	306508	798305
	306511	798306
	306514	798307
	306517	798308
	306518	798309
	3 - 89'4" Lo-dek Tri-Level Flat Cars	GTW 304737
304824		702904
304832		702905

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. S. Jantane  
Secretary

By: MA 9-17-76  
Its Vice President

Approved to form  
JBO 2/24/76

(SEAL)

Consented and agreed to:

By: Ben Mauchardt  
Its \_\_\_\_\_  
Lessor

"WELLS FARGO BANK, N.A."

By: [Signature]  
Its TRUST OFFICER  
Secured Party

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

STATE OF MICHIGAN     }  
COUNTY OF WAYNE     }   SS

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.



J. A. Brewer  
Notary Public

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