

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N. W.

WASHINGTON, D. C. 20005-4078

TELEPHONE: (202) 371-9500

TELECOPIER: (202) 371-0900

2-350A004

RECORDATION NO. 17947A

December 21, 1992 DEC 21 1992 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

Recordation No. 17947-A

DEC 21 11 42 AM '92
MOTOR OF EQUIPMENT UNIT

Dear Mr. Strickland:

On behalf of Grand Trunk Western Railroad Company, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled First Amendment dated as of December 1, 1992 ("Amendment") to the Lease of Various Items of Railroad Equipment ("Lease"), made as of September 1, 1992.

The parties to the enclosed Amendment are:

NationsBanc Leasing Corporation - OWNER/LESSOR
of North Carolina
NationsBank Corporate Center
100 North Tryon Street
12th Floor
Charlotte, North Carolina 28255-0001

Grand Trunk Western Railroad Company - LESSEE
1333 Brewery Park Boulevard
Detroit, Michigan 48207

The said Amendment, among other things, changes the equipment covered by the Lease by deleting in its entirety Schedule A to the Lease and replacing it with the Schedule A attached to the Amendment.

The units of equipment covered by the Amendment are four SD 40-2 locomotives, two GP 38 locomotives, seven GP 9 locomotives, one hundred

Handwritten signatures and initials on the left margin, including a large signature that appears to be "A. H. Hanson".

fifty nine boxcars and one hundred and four auto racks as identified in Schedule A (copy attached).

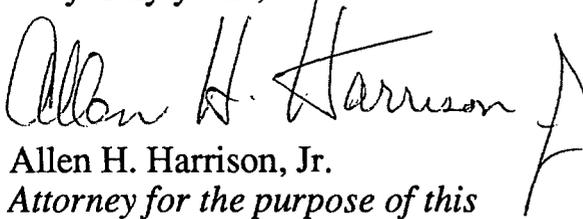
A short summary of the Amendment to appear in the ICC Index is as follows:

“Restates all equipment covered”

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Amendment not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for the purpose of this
filing for Grand Trunk Western
Railroad Company.*

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures

BY HAND

LEASE OF VARIOUS ITEMS OF RAILROAD EQUIPMENT

Schedule A - List of Units

Quantity	Equipment Mechanical Designation	Description	Railroad Road/ Identification Numbers	Unit Purchase Price (\$000's)	
				ADR	MACRS TOTAL
4 (E1)*	SD 40-2	Rebuilt Diesel Electric Locomotives	GTW 5930, 5933 5936, 5937	\$0	\$900
2 (E2)*	GP 38	Rebuilt Diesel Electric Locomotives	GTW 6200 - 6201	\$200	\$550
7 (E3)*	GP 9	Rebuilt Diesel Electric Locomotives	GTW 4627 - 4633	\$75	\$375
159 (E4)*	XL	Rebuilt 50' 70 ton Cushion Underframe Boxcars	GTW 584000 - 584158	\$7.5	\$32.5
104 (E5)*		New Fully Enclosed Bi-level Auto Racks	GTW 92000 - 92103	\$0	\$31

* - E designations used to tie Units to Closings in Schedule C.

Builder's Specifications: See Attached Exhibits.

Place of Delivery: E1-E3 Battle Creek, Michigan.
E4 Port Huron, Michigan.
E5 Wynder, Georgia.

Interstate Commerce Commission
Washington, D.C. 20423

12/21/92

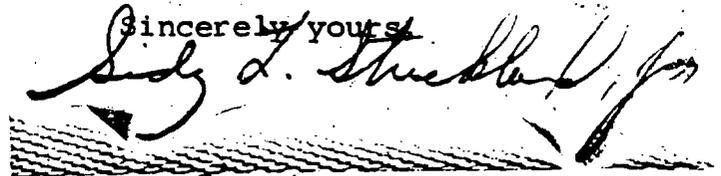
OFFICE OF THE SECRETARY

Allen H. Harrison Jr.
Donelan, Cleary, Wood & Maser
1275 K St. N.W. Suite 850
Washington, D.C. 20005-4078

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 12/21/92 at 11:50am , and assigned re-
recording number(s). 17947-A

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

RECORDATION NO 17947 A
FILED 1992

DEC 21 1992 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT dated as of December 1, 1992 ("Amendment") to the LEASE OF VARIOUS ITEMS OF RAILROAD EQUIPMENT dated as of September 1, 1992, between GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation ("Lessee"), and NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA, a North Carolina corporation ("Owner").

WHEREAS, the Owner, the Lessee and Canadian National Railway Company (the "Guarantor") entered into a Participation and Guarantee Agreement dated as of September 1, 1992;

WHEREAS, the Owner and the Lessee entered into a Lease of Various Items of Railroad Equipment dated as of September 1, 1992;

WHEREAS, capitalized terms used herein, if not otherwise defined herein, shall have the respective meanings set forth in Schedule D to the Lease;

WHEREAS, certain information as was specified in Section 12 of the Participation Agreement was not known at the time of signing of the Documents; and

WHEREAS, such information has been determined in connection with the second Closing Date;

NOW THEREFORE, the parties agree as follows:

1. The second sentence of the first paragraph of Section 2 of the Lease is deleted and replaced by the following:

The first fourteen semiannual rental payments shall each be in an amount equal to 4.76302108% of the Purchase Price of each Unit then subject to this Lease, and the remaining sixteen semiannual rental payments thereafter shall each be in an amount equal to 5.82147023% of the Purchase Price of each such Unit then subject to this Lease (such rent referred to herein as "Basic Rent").

2. The second paragraph of Section 2 of the Lease is deleted and replaced by the following:

The Lessee and the Owner agree that Basic Rent and Casualty Values are subject to adjustment as provided in the Tax Indemnity Agreement.

3. The first paragraph of Section 19 of the Lease is deleted and replaced by the following:

The terms of this Lease and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of North Carolina; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. Section 11303 and such additional rights arising out the filing, recording or deposit hereof as shall be conferred by the laws of the several jurisdictions in which this Amendment shall be filed, recorded or deposited.

4. Schedule A to the Lease is deleted in its entirety and replaced by the Schedule A attached hereto.

5. Schedule B to the Lease is deleted in its entirety and replaced by the Schedule B attached hereto.

6. The terms of this Amendment and all rights and obligations of the parties hereto hereunder shall be governed by and construed in accordance with the laws of the State of North Carolina; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. Section 11303 and such additional rights arising out the filing, recording or deposit hereof as shall be conferred by the laws of the several jurisdictions in which this Amendment shall be filed, recorded or deposited.

7. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

8. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties so long as each party shall sign a counterpart and such counterpart is delivered to the Owner whereupon this Amendment shall become effective.

9. The Lessee, at its own expense, will cause this Amendment to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 and deposited with the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by duly authorized officers or other persons, as of the date first above written.

GRAND TRUNK WESTERN RAILROAD COMPANY,

by Bonnie Reyes
Title: TREASURER
Name: BONNIE REYES

NATIONSBANC LEASING CORPORATION
OF NORTH CAROLINA,

by _____
Title:
Name:

CONSENTED TO BY CANADIAN NATIONAL RAILWAY COMPANY,

by _____
Title:
Name:

9. The Lessee, at its own expense, will cause this Amendment to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 and deposited with the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by duly authorized officers or other persons, as of the date first above written.

GRAND TRUNK WESTERN RAILROAD COMPANY,

by _____
Title:
Name:

NATIONSBANC LEASING CORPORATION
OF NORTH CAROLINA,

by James T. Shaw, Jr.
Title: Sr. Vice President
Name: James T. Shaw, Jr.

CONSENTED TO BY CANADIAN NATIONAL RAILWAY COMPANY,

by _____
Title:
Name:

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

On this *17th* day of *December*, 1992, before me personally appeared Bonnie M. Reyes, to me personally known, who, being by me duly sworn, says that she is Treasurer of GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation, 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Valerie D. Harrator

Notary Public

My Commission expires *3/8/93*

STATE OF NORTH CAROLINA)
) ss.:
COUNTY OF MECKLENBURG)

On this day of , 1992, before me personally appeared , to me personally known, who, being by me duly sworn, says that he/she is of NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA, a North Carolina corporation, 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Notary Public

My Commission expires

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

On this day of , 1992, before me personally appeared Bonnie M. Reyes, to me personally known, who, being by me duly sworn, says that she is Treasurer of GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation, 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Notary Public

My Commission expires

STATE OF NORTH CAROLINA)
) ss.:
COUNTY OF MECKLENBURG)

On this *17th* day of *December*, 1992, before me personally appeared *JAMES T. SHAW, JR.*, to me personally known, who, being by me duly sworn, says that he/she is *SL. Vice President* of NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA, a North Carolina corporation, 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Deborah A. Reep

Notary Public

My Commission expires *8/17/97*

9. The Lessee, at its own expense, will cause this Amendment to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 and deposited with the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by duly authorized officers or other persons, as of the date first above written.

GRAND TRUNK WESTERN RAILROAD COMPANY,

by _____
Title:
Name:

NATIONSBANC LEASING CORPORATION
OF NORTH CAROLINA,

by _____
Title:
Name:

CONSENTED TO BY CANADIAN NATIONAL RAILWAY COMPANY,

*A copy
as to the
Attorney*

by *[Signature]*
Title:
Name:

"Senior Vice-President-
Operations"

LEASE OF VARIOUS ITEMS OF RAILROAD EQUIPMENT

Schedule A - List of Units

Quantity	Equipment Mechanical Designation	Description	Railroad Road/ Identification Numbers	ADR	Unit Purchase Price (\$000's)	MACRS	TOTAL
4 (E1)*	SD 40-2	Rebuilt Diesel Electric Locomotives	GTW 5930, 5933 5936, 5937	\$0	\$900	\$900	\$900
2 (E2)*	GP 38	Rebuilt Diesel Electric Locomotives	GTW 6200 - 6201	\$200	\$550	\$750	\$750
7 (E3)*	GP 9	Rebuilt Diesel Electric Locomotives	GTW 4627 - 4633	\$75	\$375	\$450	\$450
159 (E4)*	XL	Rebuilt 50' 70 ton Cushion Underframe Boxcars	GTW 584000 - 584158	\$7.5	\$32.5	\$40	\$40
104 (E5)*		New Fully Enclosed Bi-level Auto Racks	GTW 92000 - 92103	\$0	\$31	\$31	\$31

* - E designations used to tie Units to Closings in Schedule C.

Builder's Specifications: See Attached Exhibits.

Place of Delivery: E1-E3 Battle Creek, Michigan.
E4 Port Huron, Michigan.
E5 Wynder, Georgia.

LEASE OF VARIOUS ITEMS OF RAILROAD EQUIPMENT

Schedule B - Casualty Value Schedule
Percentage of Purchase Price

<u>Date</u>	<u>Casualty Value</u>
January 2, 1993	104.75986275%
July 2, 1993	104.31963341%
January 2, 1994	103.80010710%
July 2, 1994	103.20093730%
January 2, 1995	102.52117024%
July 2, 1995	101.68469370%
January 2, 1996	100.51938998%
July 2, 1996	99.09477722%
January 2, 1997	97.55230981%
July 2, 1997	95.90535114%
January 2, 1998	94.15176801%
July 2, 1998	92.28828155%
January 2, 1999	90.31235224%
July 2, 1999	88.22884999%
January 2, 2000	86.05427586%
July 2, 2000	82.73962795%
January 2, 2001	79.32881366%
July 2, 2001	75.81571220%
January 2, 2002	72.20407286%
July 2, 2002	68.48480954%
January 2, 2003	64.66150765%
July 2, 2003	60.72493499%
January 2, 2004	56.67853012%
July 2, 2004	52.51383191%
January 2, 2005	48.23624891%
July 2, 2005	43.83719117%
January 2, 2006	39.32225279%
July 2, 2006	34.68158778%
January 2, 2007	29.91884898%
July 2, 2007	25.02382447%
January 2, 2008	20.00000001%

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached copy of the document entitled "First Amendment" executed by Grand Trunk Western Railroad Company and NationsBanc Leasing Corporation of North Carolina, with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 18th day of December, 1992.



Allen H. Harrison, Jr.

Subscribed and sworn to before me
this 18th day of December, 1992

Diane G Haussein
Notary Public, D.C.

My Commission expires: 9.30.96