

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

2800 LIVERNOIS SUITE 220 TROY, MI 48083-1220 (248) 740-6600
FAX (248) 740-6613
INTERNET <http://www.hopsut.com>

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602-4209
WASHINGTON, D.C. OFFICE 888 SIXTEENTH STREET, N.W. 20006-4103

RECORDSTAIN NO. 15268-A

JAN 19 '99

9-45 AM

MARY P. SCLAWY
(248) 740-6602
Direct Fax: (248) 740-6613
E-Mail: MSclawy@hopsut.com

20656-1020

January 12, 1999

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of January 2, 1999 and executed by Comerica Bank and Grand Trunk Western Railroad Incorporated, pursuant to a Lease of Railroad Equipment, dated as of June 1, 1987 (the "Lease"). The units covered by the Lease are 20 diesel-electric locomotives of various models and marked as shown on Schedule A, attached to this letter.

The Lease was recorded on July 21, 1987 and assigned recordation number 15268-A.

The parties to the Lease are:

Lessor: Comerica Bank, successor in interest to
Manubank Leasing Corporation

Lessee: Grand Trunk Western Railroad Incorporated,
successor in interest to Grand Trunk Western Railroad Company

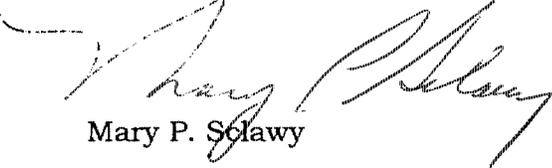
Enclosed is our check in the amount of \$26.

Secretary
January 12, 1999
Page 2

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CA 7259

Schedule A

Equipment Type: Diesel-Electric Locomotives originally manufactured by the Electomotive Division of General Motors Corporation.

<u># of Units</u>	<u>Model</u>	<u>Original Mark & Number</u>		<u>Current Mark & Number</u>	
2	GP9 (1750 HP)	GTW	4138	CV	4138
		GTW	4920	GTW	4520
9	GP38-2 (2000 HP)	GTW	5700	GTW	4900
		GTW	5701	GTW	4901
		GTW	5702	GTW	4902
		GTW	5703	GTW	4903
		GTW	5704	GTW	4904
		GTW	5705	GTW	4905
		GTW	5706	GTW	4906
		GTW	5707	GTW	4907
		GTW	5708	GTW	4908
2	SD40 (3000 HP)	GTW	5913	GTW	5913
		GTW	5918	GTW	5918
3	GP38AC (2000 HP)	GTW	5804	GTW	5804
		GTW	6215	GTW	6215
		GTW	6217	GTW	6217
1	GP40 (3000 HP)	GTW	6404	GTW	6404
3	GP40-2 (3000 HP)	GTW	6422	GTW	6422
		GTW	6424	GTW	6424
		GTW	6425	GTW	6425

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

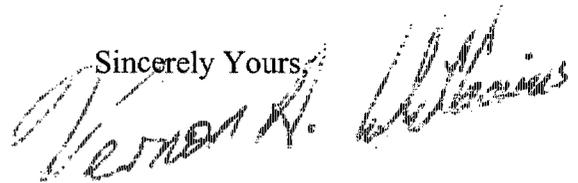
OFFICE OF THE SECRETARY

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois- Ste., 220
Troy, Michigan 48083-1240

Dear Sir/ Madam:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/19/99 at 9:45 AM, and
assigned recordation numbers (s): 15268- G and 15268-H. ✓

Sincerely Yours,



Vernon A. Williams

Enclosure(s)

52.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



JAN 19 '99

9-45 AM

MEMORANDUM OF LEASE TERMINATION AND EQUIPMENT DISPOSITION dated as of January 2, 1999 between **Comerica Bank** (the "Owner") and **Grand Trunk Western Railroad Incorporated** (the "Lessee").

WHEREAS, Owner (as successor-in-interest to *Manubank Leasing Corporation*) as lessor and Lessee (as successor-in-interest to *Grand Trunk Western Railroad Company*) as lessee entered into a Lease of Railroad Equipment dated as of June 1, 1987, as amended, (the "Lease") covering the twenty (20) diesel-electric locomotives more particularly described in Schedule A hereto (the "Equipment").

IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

- 1) The Lease was terminated by the Owner and the Lessee; and
- 2) The Equipment was sold, by the Owner, to the Lessee;

and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized.

COMERICA BANK,
as owner and lessor

**GRAND TRUNK WESTERN
RAILROAD INCORPORATED,**
as lessee and buyer

By: *D. Dauer*
Its: ASSET MANAGEMENT OFFICER

By: *John A. M. Lament*
Its: So. Manager, Assets Finance

Note: On July 21, 1987 at 2:45 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation number 15268-A. On July 21, 1987 at 11:15 A.M., the Lease was also deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

GTW File Reference: CA 7259

Schedule A

Equipment Type: Diesel-Electric Locomotives originally manufactured by the Electomotive Division of General Motors Corporation.

<u># of Units</u>	<u>Model</u>	<u>Original Mark & Number</u>		<u>Current Mark & Number</u>	
2	GP9 (1750 HP)	GTW	4138	CV	4138
		GTW	4920	GTW	4520
9	GP38-2 (2000 HP)	GTW	5700	GTW	4900
		GTW	5701	GTW	4901
		GTW	5702	GTW	4902
		GTW	5703	GTW	4903
		GTW	5704	GTW	4904
		GTW	5705	GTW	4905
		GTW	5706	GTW	4906
		GTW	5707	GTW	4907
		GTW	5708	GTW	4908
2	SD40 (3000 HP)	GTW	5913	GTW	5913
		GTW	5918	GTW	5918
3	GP38AC (2000 HP)	GTW	5804	GTW	5804
		GTW	6215	GTW	6215
		GTW	6217	GTW	6217
1	GP40 (3000 HP)	GTW	6404	GTW	6404
3	GP40-2 (3000 HP)	GTW	6422	GTW	6422
		GTW	6424	GTW	6424
		GTW	6425	GTW	6425

STATE OF MICHIGAN)
COUNTY OF Oakland)

*In the matter of a Memorandum dated
as of January 2, 1999.*

On this 4th day of January, 1999, before me personally appeared D. Bauer to me personally known, who, being by me duly sworn, says that he / she is Asset Management Officer of Comerica Bank, that the foregoing memorandum was signed on behalf of said bank by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing memorandum was the free act and deed of said bank.

Deborah L. Carter
Notary Public

My commission expires: 6/7/2001

[Notarial Seal]

PROVINCE OF QUEBEC)
DISTRICT OF MONTREAL)

*In the matter of a Memorandum dated
as of January 2, 1999.*

On this 23rd day of December, 1998, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing memorandum was signed on behalf of Grand Trunk Western Railroad Incorporated by authority of its Board of Directors, and he acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.

Genevieve
Commissioner for Oaths
Attorney

My commission expires: 31/03/99

[Seal]

de