

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

1333 Brewery Park Boulevard, Suite 101, Detroit, MI 48207-2699
Telephone 313.396.6600 Facsimile 313.396.6117

WITH OFFICES IN
CHICAGO • WASHINGTON • DALLAS

15268-E

AUG 19 1996 11:44 PM

August 13, 1996

Mary P. Sclawy
Direct line: 313.396.6357

Secretary
Surface Transportation Board
Room 2215
12th and Constitution Ave. N.W.
Washington, DC 20423

AUG 19 1 44 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Notice of Renumbering of Leased Locomotive Units, dated July 21, 1996 and executed by Grand Trunk Western Railroad, lessee under a certain lease dated as of June 1, 1987 (the "Lease"). The locomotives are subject to the Lease and to a Reconstruction and Conditional Sale Agreement, dated as of June 1, 1987 (the "RCSA").

The RCSA and the Lease were filed with the Interstate Commerce Commission on July 21, 1987 and assigned recordation numbers 15268 and 15268-A, respectively.

The parties to the agreements are:

Vendor/ Lessee Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated

Vendee/ Lessor Manubank Leasing Corporation, predecessor in interest to Comerica Leasing Corporation

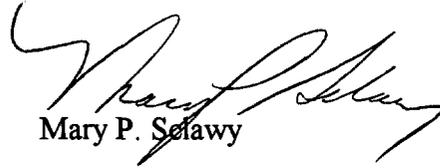
Assignee: Mercantile Safe - Deposit and Trust Company

The locomotives subject to this notice of renumbering and their reporting marks are as set forth on Schedule A to Notice of Renumbering, copy of which is attached hereto.

Enclosed is Grand Trunk Western Railroad's check No. 1784 in the amount of \$21.

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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Selawy".

Mary P. Selawy

C: John A. N. Lamont

CA 7259

Schedule A to Notice of Renumbering

**Rolling Stock Type: Diesel electric locomotives manufactured by the
Electomotive Division of General Motors Corporation.**

#	Original Lease * Mark & Number of all Units	Changed Lease Mark & Number	Current Lease Mark & Number of all Units
1	GTW 4138	CV 4138	CV 4138
2	GTW 4920	- -	GTW 4920
3	GTW 5700	- -	GTW 5700
4	GTW 5701	- -	GTW 5701
5	GTW 5702	- -	GTW 5702
6	GTW 5703	- -	GTW 5703
7	GTW 5704	- -	GTW 5704
8	GTW 5705	- -	GTW 5705
9	GTW 5706	- -	GTW 5706
10	GTW 5707	- -	GTW 5707
11	GTW 5708	- -	GTW 5708
12	GTW 5804	- -	GTW 5804
13	GTW 5913	- -	GTW 5913
14	GTW 5918	- -	GTW 5918
15	GTW 6215	- -	GTW 6215
16	GTW 6217	- -	GTW 6217
17	GTW 6404	- -	GTW 6404
18	GTW 6422	- -	GTW 6422
19	GTW 6424	- -	GTW 6424
20	GTW 6425	- -	GTW 6425

* 'Original Lease' means the lease as amended by amendments # 1 & 2.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

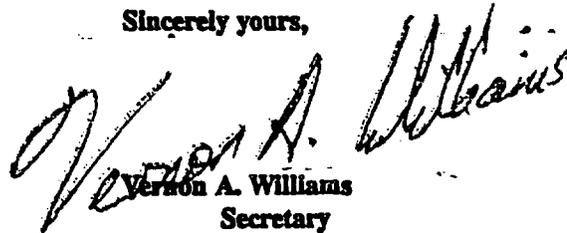
8/19/96

Mary P. Sclawy
Hopkins & Sutter
1333 Brewery Park Boulevard
Ste. 101
Detroit, Michigan 48207-2699

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/19/96 at 1:55PM, and assigned recordation number(s). 5565-F, 6062-E, 8490-D, 9860-P, 14421-I, 15268-E, 15700-D, 16401-D and 16904-D.

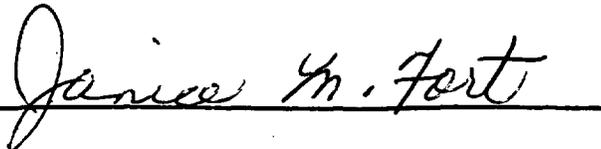
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 189.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



15268-E
AUG 19 1996 - 1 11 PM

NOTICE OF RENUMBERING
OF LEASED LOCOMOTIVE UNITS

WHEREAS *Mercantile-Safe Deposit and Trust Company* (predecessor-in-interest to *The Bank of New York*) as agent, *Grand Trunk Western Railroad Company* (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as builder ("GTW") and *Manubank Leasing Corporation* (predecessor-in-interest to *Comerica Leasing Corporation*) as vendee ("Manubank") entered into a *Reconstruction and Conditional Sale Agreement* dated as of 1 June 1987, as amended, (the "RCSA") covering the acquisition and reconstruction of 20 locomotives;

WHEREAS *GTW* as lessee (the "Lessee") entered into a *Lease of Railroad Equipment* dated as of 1 June 1987, as amended, (the "Lease"), with *Manubank* as lessor, covering the 20 locomotives acquired and reconstructed pursuant to the *RCSA*;

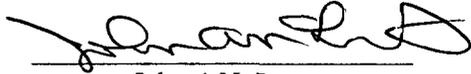
WHEREAS the *RCSA* and the *Lease* were recorded with:

- 1) *The Interstate Commerce Commission* (predecessor to the *Surface Transportation Board*), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on 21 July 1987 at 2:45 P.M. and assigned recordation numbers 15268 and 15268-A, respectively; and
- 2) *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*), on 21 July 1987 at 11:15 A.M.

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the *RCSA* and the *Lease*, the Lessee has renumbered certain of the locomotives subject to the *RCSA* and the *Lease*, as set forth on *Schedule A* attached hereto and made a part hereof, and b) the Lessee shall cause this *Notice of Renumbering* to be filed at x) the *Surface Transportation Board* and y) the *Office of the Registrar General of Canada*.

IN WITNESS WHEREOF, this *Notice of Renumbering* has been executed, by an authorized signatory of the Lessee, as of the 21st day of July 1996.

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED** as lessee

By: 
John A.N. Lamont

PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 23 day of July, 1996, 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 said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvan Roy
Commissioner for Oaths

My commission expires: July 26, 1996

YVAN ROY
Commissioner for Oaths
Commissaire à l'Assermentation
District - Montreal
Expires July 26, 1996
No. 126 531

Schedule A to Notice of Renumbering

**Rolling Stock Type: Diesel electric locomotives manufactured by the
Electomotive Division of General Motors Corporation.**

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