

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

16904-D
AUG 13 1996 1:44 PM

Mary P. Sclawy
Direct line: 313.396.6357

August 13, 1996

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

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 18, 1996 and executed by Grand Trunk Western Railroad, lessee under a certain lease dated as of June 1, 1990, (the "Lease"), as amended and bi-furcated (the "Locomotive Lease"). The locomotives are subject to the Locomotive Lease and to a Loan and Security Agreement, dated as of June 1, 1990 (the "LSA")

The LSA and the Lease were filed with the Interstate Commerce Commission on June 27, 1990 and assigned recordation numbers 16904 and 16905, respectively.

The parties to the agreements are:

| | |
|--------------------------|--|
| Lessee | Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated |
| Lessor/ Owner-Trustee | Meridian Trust Company |
| Lender | Chase Manhattan Service Corporation, predecessor in interest to Mellon Financial Services Corporation #3 |
| Owner | Chase Commercial Corporation, predecessor in interest to Comerica Leasing Corporation |

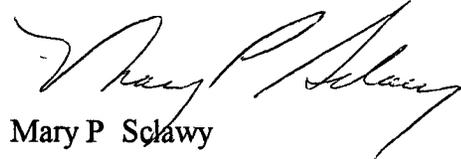
The locomotives subject to this notice of renumbering and their reporting marks are as set forth on Schedule A to Notice of Renumbering, copy of which is attached hereto.

RECEIVED
SURFACE TRANSPORTATION
BOARD
AUG 19 1 44 PM '96

Enclosed is Grand Trunk Western Railroad's check No. 1786 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 black ink, appearing to read "Mary P. Sclawy". The signature is fluid and cursive, with a large initial "M" and a long, sweeping tail.

Mary P Sclawy

C: John A. N Lamont

CA 7667-1

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 | 4609 | - | - | GTW | 4609 |
| 2 | GTW | 4610 | - | - | GTW | 4610 |
| 3 | GTW | 4611 | - | - | GTW | 4611 |
| 4 | GTW | 4612 | - | - | GTW | 4612 |
| 5 | GTW | 4613 | - | - | GTW | 4613 |
| 6 | GTW | 4614 | - | - | GTW | 4614 |
| 7 | GTW | 4615 | - | - | GTW | 4615 |
| 8 | GTW | 4616 | - | - | GTW | 4616 |
| 9 | GTW | 4617 | - | - | GTW | 4617 |
| 10 | GTW | 5725 | - | - | GTW | 5725 |
| 11 | CV | 5800 | GTW | 5800 | GTW | 5800 |
| 12 | CV | 5801 | - | - | CV | 5801 |
| 13 | GTW | 6221 | - | - | GTW | 6221 |
| 14 | GTW | 6222 | - | - | GTW | 6222 |
| 15 | GTW | 6223 | - | - | GTW | 6223 |
| 16 | GTW | 6224 | - | - | GTW | 6224 |
| 17 | GTW | 6225 | - | - | GTW | 6225 |
| 18 | GTW | 6226 | - | - | GTW | 6226 |
| 19 | GTW | 6227 | - | - | GTW | 6227 |
| 20 | GTW | 6228 | - | - | GTW | 6228 |

* 'Original Lease' means the lease as it was first amended and bifurcated with respect to the locomotive interests thereunder.

of

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

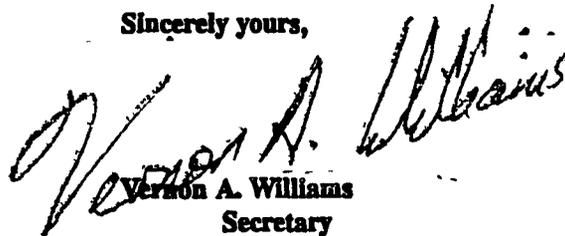
8/19/96

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.

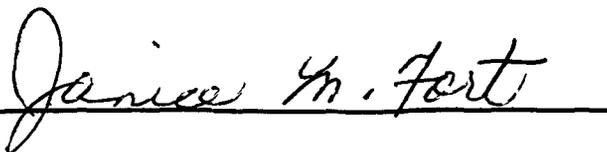
Sincerely yours,


**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



16904-D

**NOTICE OF RENUMBERING
OF LEASED LOCOMOTIVE UNITS**

WHEREAS Chase Manhattan Service Corporation (predecessor-in-interest to Mellon Financial Services Corporation # 3) as lender and Meridian Trust Company as owner-trustee ("Meridian") entered into a Loan and Security Agreement dated as of 1 June 1990 (the "L&SA"), as amended and bifurcated with respect to the locomotive interests, (the "Locomotive L&SA") covering 20 locomotives,

WHEREAS Grand Trunk Western Railroad Company (predecessor-in-interest to Grand Trunk Western Railroad Incorporated) as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of 1 June 1990 (the "Lease"), as amended and bifurcated with respect to the locomotive interests, (the "Locomotive Lease"), with Meridian as lessor (and owner-trustee under a Trust Agreement, as amended and bifurcated with respect to the locomotive interests, of even date with Chase Commercial Corporation (predecessor-in-interest to Comerica Leasing Corporation) as owner), covering the 20 locomotives subject to the Locomotive L&SA,

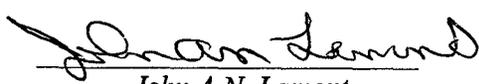
WHEREAS the L&SA and the Lease were recorded with.

- 1) *The Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on 27 June 1990 at 9:45 A.M. and assigned recordation numbers 16904 and 16905, respectively; and*
- 2) *The Office of the Registrar General of Canada, pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act), on 27 June 1990 at 9.08 A.M.*

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the Locomotive L&SA and the Locomotive Lease, the Lessee has renumbered certain of the locomotives subject to the Locomotive L&SA and the Locomotive 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 18th day of July 1996

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED as lessee**

By: 
John A N Lamont

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 | |
|----|---|------|--------------------------------|------|--|------|
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| 4 | GTW | 4612 | - | - | GTW | 4612 |
| 5 | GTW | 4613 | - | - | GTW | 4613 |
| 6 | GTW | 4614 | - | - | GTW | 4614 |
| 7 | GTW | 4615 | - | - | GTW | 4615 |
| 8 | GTW | 4616 | - | - | GTW | 4616 |
| 9 | GTW | 4617 | - | - | GTW | 4617 |
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| 11 | CV | 5800 | GTW | 5800 | GTW | 5800 |
| 12 | CV | 5801 | - | - | CV | 5801 |
| 13 | GTW | 6221 | - | - | GTW | 6221 |
| 14 | GTW | 6222 | - | - | GTW | 6222 |
| 15 | GTW | 6223 | - | - | GTW | 6223 |
| 16 | GTW | 6224 | - | - | GTW | 6224 |
| 17 | GTW | 6225 | - | - | GTW | 6225 |
| 18 | GTW | 6226 | - | - | GTW | 6226 |
| 19 | GTW | 6227 | - | - | GTW | 6227 |
| 20 | GTW | 6228 | - | - | GTW | 6228 |

* 'Original Lease' means the lease as it was first amended and bifurcated with respect to the locomotive interests thereunder.



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.



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