

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

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WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

RECORDATION NO 16904E FILED

JUL 3 '97

2-06 PM

MARY P. SCLAWY
Direct Line: 248.740.6602
Email: msclawy@hopsut.com

June 18, 1997

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 an original and a copy of a Second Notice of Renumbering of Leased Locomotive Units, dated as of May 28, 1997 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Loan and Security Agreement ("L&SA") dated as of June 1, 1990 and later amended and bifurcated. The units covered by the L&SA are 20 diesel electric locomotives bearing reporting marks as shown on Schedule A, attached to this letter.

The L&SA was recorded on June 27, 1990 and assigned recordation numbers 16904.

The parties to the L&SA are

Owner-Trustee. Meridian Trust Company, predecessor in interest to
First Union National Bank

Owner. Chase Commercial Corporation, predecessor in interest to
Comerica Bank

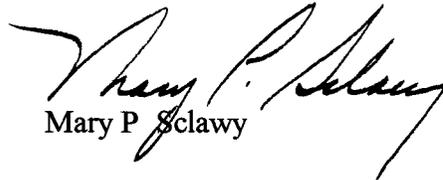
Lender Chase Manhattan Service Corporation, predecessor in interest to
Mellon Leasing Corporation

Enclosed is our check in the amount of \$24.

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 48083-1220

Sincerely,



Mary P Sclawy

C John Lamont re CA 7667-1 L&SA

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 4925	GTW 4925
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.

JUL 3 '97

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**SECOND NOTICE OF RENUMBERING
OF LEASED LOCOMOTIVE UNITS**

WHEREAS Chase Manhattan Service Corporation (predecessor-in-interest to Mellon Leasing Corporation) as lender and **Meridian Trust Company** (predecessor-in-interest to First Union National Bank) as owner-trustee ("First Union") 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 First Union 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 Bank) as owner), covering the 20 locomotives subject to the Locomotive L&SA,

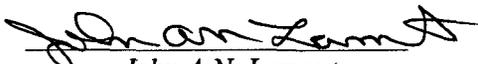
WHEREAS the L&SA and the Lease were recorded with

- 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 Second 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 Second Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the 28th day of May 1997

**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	
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	4925	GTW	4925
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.

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