

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

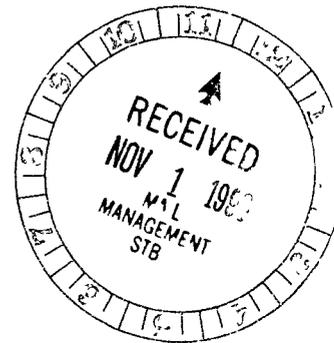
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MARY P SCLAWY
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October 25, 1999

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

RECORDATION NO. 16904-F FILED

NOV 10 '99

12-00PM

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Third Notice of Renumbering of Leased Locomotive Units, dated October 1, 1999 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Loan and Security Agreement, dated as of June 1, 1990, as amended (the "Loan Agreement").

The units covered by this notice are 20 diesel electric locomotives, with original numbers and new numbers as shown on Schedule A to the Third Notice of Renumbering, copy attached to this letter.

The Loan Agreement was recorded with the ICC on June 27, 1990 and assigned recordation number 16904.

The parties to the Loan Agreement are:

Owner: Chase Commercial Corporation, *predecessor in interest*
to Comerica Bank

Owner Trustee: Meridian Trust Company, *predecessor in interest*
to First Union National Bank

Secretary
October 25, 1999
Page 2

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

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

Please accept one counterpart of this document for filing as a secondary document, 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

C: John A. N. Lamont
GT file reference: CA 7667-1 Loan Agreement

Schedule A to Third Notice of Renumbering

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

#	Original Lease *			Current Lease	
	Mark & Number	of all Units		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
11	CV	5800	***	GTW	4997
12	CV	5801	**	CV	4998
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.

** A locomotive that has been renumbered from Original Lease number.

*** A locomotive that has been renumbered more than one time from Original Lease number.

NOV 10 '99

12-00PM

THIRD 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 June 1, 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 June 1, 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 June 27, 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 June 27, 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 Third 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 Third Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the 1st day of October 1999.

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

By


John A N Lamont

GTW File Reference CA 7667-1

Schedule A to Third Notice of Renumbering

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

#	Original Lease *			Current Lease	
	Mark & Number of all Units			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
11	CV	5800	***	GTW	4997
12	CV	5801	**	CV	4998
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.

** A locomotive that has been renumbered from Original Lease number.

*** A locomotive that has been renumbered more than one time from Original Lease number.