

**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

RECORDATION NO. 16905-B  
SEP 13 1996 - 2:50 PM

September 5, 1996

Mary P. Sclawy  
Direct line 313 396 6357

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

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 13 2 46 PM '96

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 The Lease was assigned recordation number 16905

The parties to the Lease are

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

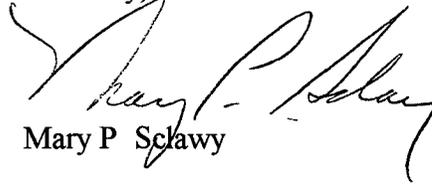
Lessor Meridian Trust Company

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 1794 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. Sclawy".

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.

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

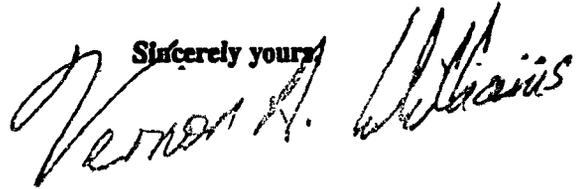
9/16/96

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 9/13/96 at 2:50PM , and assigned recordation number(s). 16905-B.

Sincerely yours,

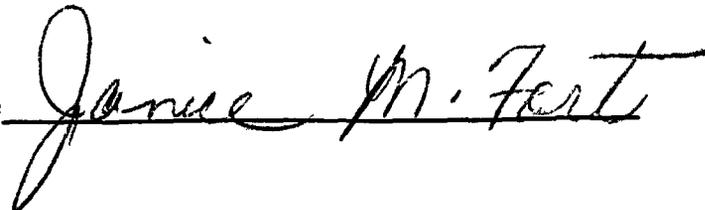


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 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



RECORDATION 1/16 90 B  
SEP 13 1996 - 2:50 PM

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,*

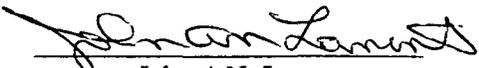
*WHEREAS the L&SA and the Lease were recorded with:*

- 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.**

<b>#</b>	<b>Original Lease *</b> <b>Mark &amp; Number</b> <b>of all Units</b>		<b>Changed Lease</b> <b>Mark &amp; Number</b>		<b>Current Lease</b> <b>Mark &amp; Number</b> <b>of all Units</b>	
1	GTW	4609	-	-	GTW	4609
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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.

