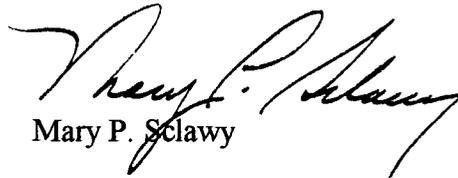




Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address

Mary P Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48083-1220

Sincerely,



Mary P. Sclawy

C. John Lamont re CA 7667-1 Lease

**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

2-06 PM

**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

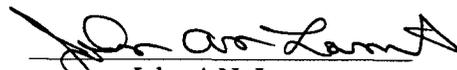
- 1) The Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on 27 June 1990 at 9:45 A.M. and assigned recordation numbers 16904 and 16905, respectively, and
- 2) The Office of the Registrar General of Canada,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

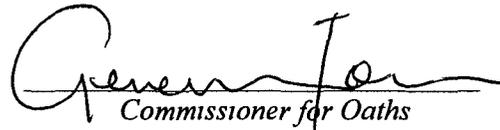
By

  
John A. N. Lamont

GTW File Reference CA 7667-1

PROVINCE OF QUEBEC     )  
  ) ss  
DISTRICT OF MONTREAL    )

On this 28<sup>th</sup> day of May, 1997, 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  
190021-8

My commission expires 31/03/98

**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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12	CV 5801	- -	CV 5801
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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

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