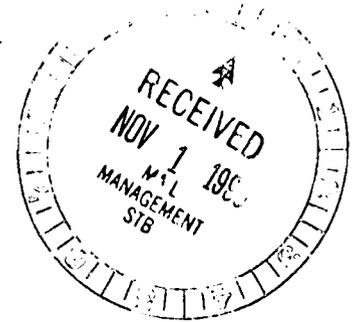


HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

2800 LIVERNOIS SUITE 220 TROY, MI 48083-1220 (248) 740-6600
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MARY P. SCLAWY
(248) 740-6602
Direct Fax: (248) 740-6613
E-Mail: MSclawy@hopsut.com

October 25, 1999

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

RECORDATION NO. 17398-B FILED
NOV 10 '99 12-00PM

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Second Notice of Renumbering of Leased Locomotive Units, dated October 3, 1999 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Lease of Railroad Equipment, dated as of June 1, 1991 (the "Lease"). The units covered by this notice are 20 diesel electric locomotives, with original numbers and new numbers as shown on Schedule A to the Second Notice of Renumbering, copy attached to this letter.

The Lease was recorded on June 27, 1991 and assigned recordation number 17398.

The parties to the Lease are:

Lessor: John Hancock Mutual Life Insurance Company

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

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

47591

Secretary
October 25, 1999
Page 2

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,

A handwritten signature in black ink, appearing to read "Mary P. Sclawy", written in a cursive style.

Mary P. Sclawy

C: John A. N. Lamont
GT file reference: CA 7835

Enclosure

Schedule A to Second 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			Current Lease Mark & Number of all Units	
	GTW	Number		GTW	Number
1	GTW	4618		GTW	4618
2	GTW	4619		GTW	4619
3	GTW	4620		GTW	4620
4	GTW	4621		GTW	4621
5	GTW	4622		GTW	4622
6	GTW	4623		GTW	4623
7	GTW	4624		GTW	4624
8	GTW	4625		GTW	4625
9	GTW	4626		GTW	4626
10	GTW	5726	*	GTW	4926
11	GTW	5727	*	GTW	4927
12	GTW	5728	*	GTW	4928
13	GTW	5729	*	GTW	4929
14	GTW	5730	*	GTW	4930
15	GTW	5731	*	GTW	4931
16	GTW	5732	*	GTW	4932
17	GTW	5733	*	GTW	4933
18	GTW	5734	*	GTW	4934
19	GTW	6203	*	GTW	4996
20	GTW	6420		GTW	6420

* 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

SECOND NOTICE OF RENUMBERING
OF LEASED LOCOMOTIVE UNITS

WHEREAS *Grand Trunk Western Railroad Company (predecessor-in-interest to Grand Trunk Western Railroad Incorporated) as lessee ("GTW") entered into a Lease of Railroad Equipment dated as of June 1, 1991 (the "Lease"), with John Hancock Mutual Life Insurance Company as lessor, covering 20 locomotives;*

WHEREAS *the Lease was recorded with:*

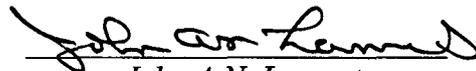
- 1) *The Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on June 27, 1991 at 10:30 A.M. and assigned recordation number 17398; and*
- 2) *The Office of the Registrar General of Canada, pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act), on June 27, 1991 at 2:15 P.M.*

NOW THEREFORE, TAKE NOTICE THAT *a) pursuant to the terms of the Lease, GTW has renumbered certain of the locomotives subject to the Lease, as set forth on Schedule A attached hereto and made a part hereof, and b) GTW 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 GTW, as of the 3rd day of October, 1999.*

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

By:


John A.N. Lamont

GTW File Reference: CA 7835

Schedule A to Second 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			Current Lease Mark & Number of all Units	
1	GTW	4618		GTW	4618
2	GTW	4619		GTW	4619
3	GTW	4620		GTW	4620
4	GTW	4621		GTW	4621
5	GTW	4622		GTW	4622
6	GTW	4623		GTW	4623
7	GTW	4624		GTW	4624
8	GTW	4625		GTW	4625
9	GTW	4626		GTW	4626
10	GTW	5726	*	GTW	4926
11	GTW	5727	*	GTW	4927
12	GTW	5728	*	GTW	4928
13	GTW	5729	*	GTW	4929
14	GTW	5730	*	GTW	4930
15	GTW	5731	*	GTW	4931
16	GTW	5732	*	GTW	4932
17	GTW	5733	*	GTW	4933
18	GTW	5734	*	GTW	4934
19	GTW	6203	*	GTW	4996
20	GTW	6420		GTW	6420

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

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