

RECORDATION NO. **8762 B** FILE # 1198

DEC 1 1996 2:18 PM

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OF COUNSEL
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December 2, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
DEC 4 2 11 PM '96

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of the following secondary document: a Notice of Renumbering, dated as of November 28, 1996.

The enclosed document relates to the Conditional Sale Agreement and other documents related thereto which were previously filed with the Commission under Recordation Number 8762 ~~and 8763~~.

The name and address of the party to the enclosed document are:

Lessee: Grand Trunk Western Railroad Incorporated
935 De La Gauchetiere O.
Montreal, P.Q. H38 2M9

A description of the 14 railcars being renumbered is attached to the Notice.

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

John
Counterpart

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, N.W.
Washington, D.C. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12-4-96 at 2:15 PM, and assigned recordation number(s). 8763-A, 8763-B, 8762-B and 8762-C.

Sincerely yours,

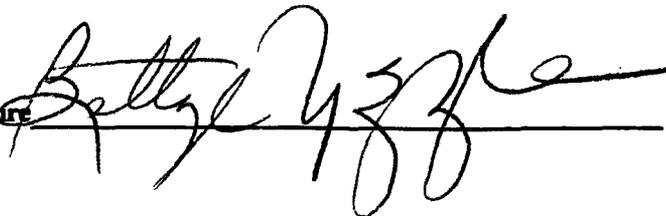


Vernon A. Williams
Secretary

Enclosure(s)

\$ 88.00 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



NOTICE OF RENUMBERING

DEC 4 1996 2:15 PM

OF LEASED UNITS OF RAILROAD ROLLING STOCK

WHEREAS ACF Industries, Incorporated and Whitehead and Kales Company (predecessors-in-interest to First Trust of Illinois, N.A.), as vendors and **Harold K. Criswell, Albert C. Welti & Robert F. Whitworth, Jr.** (predecessors-in-interest to John M. Carlotto) as vendees ("Trustees") entered into a Conditional Sale Agreement dated as of 1 February 1977, as amended, (the "CSA") covering the construction and sale of various units of railroad rolling stock;

WHEREAS Grand Trunk Western Railroad Company (predecessor-in-interest to Grand Trunk Western Railroad Incorporated) as lessee (the "Lessee") entered into an Equipment Lease dated as of 1 February 1977, as amended, (the "Lease"), with the Trustees as lessor (and owner-trustee pursuant to a Trust Agreement of even date with Cargill Leasing Corporation as trustor), covering the units constructed and sold pursuant to the CSA;

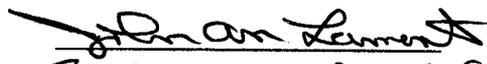
WHEREAS the CSA and the Lease were recorded with:

- 1) **The Interstate Commerce Commission** (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11301 (formerly Section 11303), on 28 March 1977 at 2:30 P.M. and assigned recordation numbers 8762 and 8763, 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 25 March 1977 at 10:35 A.M.

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the CSA and the Lease, the Lessee has renumbered certain of the units subject to the CSA and the 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 28th day of November 1996.

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED as lessee**

By: 
Its: Sr. Manager, Asset Finance

Schedule A to Notice of Renumbering

Rolling Stock Type: **Boxcars - 60'9" 100-ton cushioned underframe DF-1 interior equipment 16' double sliding, manufactured in 1977 by ACF Industries, Incorporated.**

#	Original Lease Mark & Number		New Lease Mark & Number	
1	GTW	375553	CNA	598577
2	GTW	375557	CNA	598578
3	GTW	375563	CNA	598579
4	GTW	375564	CNA	598580
5	GTW	375567	CNA	598581
6	GTW	375581	CNA	598582
7	GTW	375582	CNA	598583
8	GTW	375586	CNA	598584
9	GTW	375589	CNA	598585
10	GTW	375590	CNA	598586
11	GTW	375591	CNA	598587
12	GTW	375593	CNA	598588
13	GTW	375594	CNA	598589
14	GTW	375595	CNA	598590

Note: The aforementioned boxcars are part of the original 50 boxcars described on Schedule B to the Lease.



PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 2nd day of December, 1996, 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

My commission expires: _____

**YVAN ROY
COMMISSIONER FOR OATHS
COMMISSAIRE À L'ASSERMENTATION
TOUS LES DISTRICTS JUDICIAIRES DU QUÉBEC
EXPIRES JULY 26, 1999
NO. 126 531**