

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

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WITH OFFICES IN
CHICAGO • WASHINGTON DC

Mary P. Sclawy
Direct Line: 313.396.6357

16446-D
JUL 23 1996 10:59 AM

July 23, 1996

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 29 10 59 AM '96

Dear Secretary:

Enclosed for recordation pursuant to statute and 49CFR 1177 are two counter parts of a Notice of Renumbering of Leased Units of Railroad Rolling Stock, executed on behalf of Grand Trunk Western Railroad incorporated.

The equipment subject to this Notice of Renumbering is also subject to a

1. Rebuilding and Conditional Sale Agreement dated as of July 15, 1989, ("RCSA") between Mercantile - Safe Deposit and Trust Company (predecessor in interest to Bank of New York) as agent, Grand Trunk Western Railroad Company (predecessor in interest to Grand Trunk Western Railroad Incorporated) ("GTW") and First Security Bank of Utah, N.A. as Trustee ("FSBU"); and

2. A lease of railroad equipment dated as of July 15, 1989, between FSBU as lessor and owner/trustee for Canadian Imperial Bank of Commerce (New York).

The parties to the Agreements to which this Notice of Renumbering applies are:

Owner/Trustee and Lessor: First Security Bank of Utah, N.A.

Lessee: Grand Trunk Western Railroad Company
(predecessor in interest to Grand Trunk Western Railroad Incorporated)
1333 Brewery Park Boulevard
Detroit, MI 48207

Surface Transportation Board

July 23, 1996

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Assignee of the
Lessor:

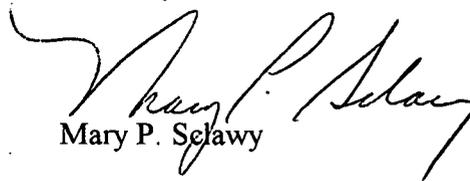
Mercantile-Safe Deposit and Trust Company
(predecessor in interest to The Bank of New York)

The equipment subject to this Notice of Renumbering is shown on Schedule A to Notice of Renumbering, copy of which is attached to this letter.

Enclosed is our check number 1089 in the amount of \$21.00.

Please accept one counter part of this documents for filing, stamp the remaining counter part with your recordation number and return it and the fee receipt to the undersigned.

Sincerely,



Mary P. Selawy

MPS/kj
Enclosure

cc: John Lamont (w/out encl.)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

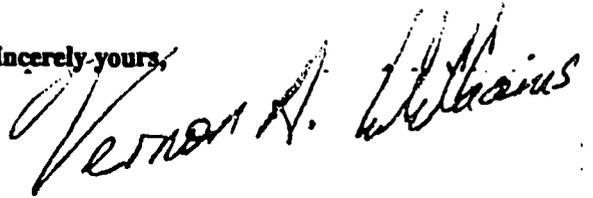
7/29/96

Mary P. Sclawy
Hopkins & Sutter
1333 Brewery Park Blvd., 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 7/29/96 at 11:00AM, and assigned recordation number(s). 16446-D.

Sincerely yours,

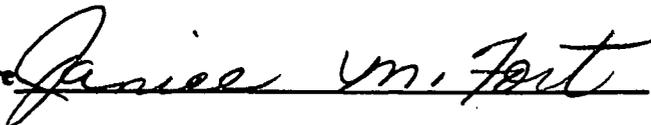


Vernon A. Williams
Secretary

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



16446-8

15 1996

NOTICE OF RENUMBERING
OF LEASED UNITS OF RAILROAD ROLLING STOCK

WHEREAS Mercantile-Safe Deposit and Trust Company (predecessor-in-interest to The Bank of New York) as agent, Grand Trunk Western Railroad Company (predecessor-in-interest to Grand Trunk Western Railroad Incorporated) as builder ("GTW") and First Security Bank of Utah, N.A. as trustee ("FSBU") entered into a Rebuilding and Conditional Sale Agreement dated as of 15 July 1989, as amended, (the "RCSA") covering the acquisition and rebuilding of 299 boxcars;

WHEREAS GTW as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of 15 July 1989, as amended, (the "Lease"), with FSBU as lessor (and owner-trustee pursuant to a Trust Agreement of even date with Canadian Imperial Bank of Commerce (New York)), covering the 299 boxcars acquired and rebuilt pursuant to the RCSA;

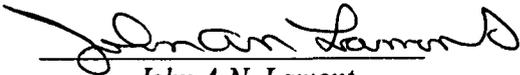
WHEREAS the RCSA and the Lease were recorded with:

- 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 July 1989 at 9:05 A.M. and assigned recordation numbers 16446 and 16446-A, 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 28 July 1989 at 2:06 P.M.*

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the RCSA and the Lease, the Lessee has renumbered certain of the boxcars subject to the RCSA 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 15th 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: 60' 100-ton box cars with mechanical designation A633.

#	Original Lease Mark & Number	New Lease Mark & Number
1	GTW 375646	CNA 598615
2	GTW 375648	CNA 598591
3	GTW 375676	CNA 598592

