

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48083-1220
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WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

RECORDATION NO. 16446-E FILED

JUL 24 '98

12-04 PM

MARY P. SCLAWY
Direct Line: 248.740.6602
Email: msclawy@hopsut.com

July 15, 1998

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

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Second Notice of Renumbering of Leased Units of Railroad Rolling Stock, dated as of July 1, 1998 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Rebuilding and Conditional Sale Agreement ("RCSA") and a Lease of Railroad Equipment (the "Lease"), both dated as of July 15, 1989. The units covered by the RCSA, the Lease and this notice are 15 60-foot, 100-ton boxcars of the A633 mechanical designation and bearing reporting marks as shown on Schedule A, attached to this letter.

The RCSA and the Lease were recorded on July 28, 1989 and assigned recordation numbers 16446 and 16446-A, respectively.

The parties to the RCSA and the Lease are:

Builder/ Lessee:	Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated
Vendee/ Lessor:	First Security Bank of Utah, N.A., <i>nka</i> First Security Bank, N.A.
Agent:	Mercantile-Safe Deposit and Trust Company, predecessor in interest to Bank of New York

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

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 7552

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 375600	GTW 384633	*
2	GTW 375621	GTW 384640	*
3	GTW 375623	GTW 384638	*
4	GTW 375645	GTW 384631	*
5	GTW 375646	CNA 598615	
6	GTW 375648	CNA 598591	
7	GTW 375676	CNA 598592	
8	GTW 375689	GTW 384635	*
9	GTW 375712	GTW 384636	*
10	GTW 375715	GTW 384639	*
11	GTW 375725	GTW 384630	*
12	GTW 375729	GTW 384637	*
13	GTW 375734	GTW 384641	*
14	GTW 375737	GTW 384632	*
15	GTW 375744	GTW 384634	*

* Newly renumbered in this Notice.

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

OFFICE OF THE SECRETARY

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois, Ste. 220
Troy, Michigan 48083-1200

DATE:7/24/98

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 7/24/98 at 12:04PM, and
assigned recordation number(s). 5565-H, 6062-F, 9402-M and 16446-E.

Sincerely Yours,

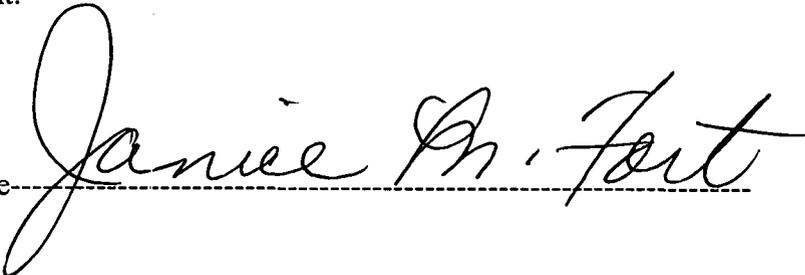

Vernon A. Williams

Enclosure(s)

104.00

\$-----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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JUL 24 '98

12-04 PM

SECOND 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.* (now known as *First Security Bank, 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)* (predecessor-in-interest to *CIBC Inc.*)), covering the 299 boxcars acquired and rebuilt pursuant to the *RCSA*:

WHEREAS the *RCSA* and the *Lease* were recorded with:

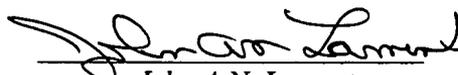
- 1) *The Interstate Commerce Commission* (predecessor to the *Surface Transportation Board*), in accordance with 49 U.S.C. Section 11301 (formerly Section 11303), on 28 July 1989 at 9:05 A.M. and assigned recordation numbers 16446 and 16446-A, respectively; and
- 2) *The Office of the Registrar General 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 *Second Notice of Renumbering* has been executed, by an authorized signatory of the *Lessee*, as of the 1st day of July 1998.

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED** as lessee

By:


John A.N. Lamont

PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 3rd day of July, 1998, 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.

Cristina Percelli
Commissioner for Oaths
Attorney 183142-9

My commission expires: 03-31-99

[Handwritten mark]

Schedule A to Notice of Renumbering

Rolling Stock Type: 60' 100-ton box cars with mechanical designation A633.

#	Original Lease		New Lease		
	Mark	Number	Mark	Number	
1	GTW	375600	GTW	384633	*
2	GTW	375621	GTW	384640	*
3	GTW	375623	GTW	384638	*
4	GTW	375645	GTW	384631	*
5	GTW	375646	CNA	598615	
6	GTW	375648	CNA	598591	
7	GTW	375676	CNA	598592	
8	GTW	375689	GTW	384635	*
9	GTW	375712	GTW	384636	*
10	GTW	375715	GTW	384639	*
11	GTW	375725	GTW	384630	*
12	GTW	375729	GTW	384637	*
13	GTW	375734	GTW	384641	*
14	GTW	375737	GTW	384632	*
15	GTW	375744	GTW	384634	*

* Newly renumbered in this Notice.