

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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August 13, 1996

RECORDATION NO. 14421-1
FILED 1423

AUG 19 1996 1 44 PM

INTERSTATE COMMERCE COMMISSION

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

AUG 19 1 44 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Notice of Renumbering of Leased Locomotive Units, dated July 20, 1996 and executed by Grand Trunk Western Railroad, lessee under a certain lease dated as of August 15, 1984 (the "Lease"). The locomotives are subject to the Lease and to a Reconstruction and Conditional Sale Agreement, dated as of August 15, 1984 (the "RCSA").

The RCSA and the Lease were filed with the Interstate Commerce Commission on September 6, 1984 and assigned recordation numbers 14421 and 14421-B, respectively.

The parties to the agreements are:

Vendor/ Lessee Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated

Vendee/ Lessor Whirlpool Leasing Services, Inc., predecessor in interest to Whirlpool Financial Corporation

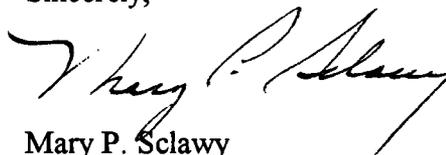
Assignee: Mercantile Safe - Deposit and Trust Company

The locomotives subject to this notice of renumbering and their reporting marks are as set forth on Schedule A to Notice of Renumbering, copy of which is attached hereto.

Enclosed is Grand Trunk Western Railroad's check No. 1790 in the amount of \$21.

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.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary P. Sclawy". The signature is fluid and cursive, with a large initial "M" and a long, sweeping tail.

Mary P. Sclawy

C: John A. N. Lamont

CA 5661

RECORDED

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AUG 19 1996 - 1 57 PM

COMMISSION

NOTICE OF RENUMBERING
OF LEASED LOCOMOTIVE UNITS

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 Whirlpool Leasing Services, Inc. (predecessor-in-interest to Whirlpool Financial Corporation) as vendee ("Whirlpool") entered into a Reconstruction and Conditional Sale Agreement dated as of 15 August 1984, as amended, (the "RCSA") covering the acquisition and reconstruction of 20 locomotives;*

WHEREAS *GTW as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of 15 August 1984, as amended, (the "Lease"), with Whirlpool as lessor, covering the 20 locomotives acquired and reconstructed pursuant to the RCSA;*

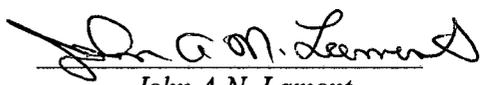
WHEREAS *the RCSA and the Lease were recorded with:*

- 1) *The Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on 6 September 1984 at 3:35 P.M. and assigned recordation numbers 14421 and 14421-B, respectively; and*
- 2) *The Office of the Registrar General of Canada, pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act), on 7 September 1984 at 10:30 A.M.*

NOW THEREFORE, TAKE NOTICE THAT *a) pursuant to the terms of the RCSA and the Lease, the Lessee has renumbered certain of the locomotives 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 20th day of July 1996.*

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED as lessee**

By: 
John A.N. Lamont

GTW File Reference: CA 5661

352 Sup - Whirlpool

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 4432	- -	GTW 4432
2	GTW 4433	- -	GTW 4433
3	GTW 4434	- -	GTW 4434
4	GTW 4438	- -	GTW 4438
5	GTW 5905	DWP 5905	DWP 5905
6	GTW 5906	DWP 5906	DWP 5906
7	GTW 5908	DWP 5908	DWP 5908
8	GTW 5909	DWP 5909	DWP 5909
9	GTW 5910	DWP 5910	DWP 5910
10	GTW 5911	DWP 5911	DWP 5911
11	GTW 5915	- -	GTW 5915
12	GTW 5919	- -	GTW 5919
13	GTW 5925	- -	GTW 5925
14	GTW 6205	- -	GTW 6205
15	GTW 6208	- -	GTW 6208
16	GTW 6209	- -	GTW 6209
17	GTW 6210	- -	GTW 6210
18	GTW 6212	- -	GTW 6212
19	GTW 6250	- -	GTW 6250
20	GTW 6251	- -	GTW 6251

* 'Original Lease' means the lease as amended by amendments # 1, 2, 3 & 4.

PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 23 day of July, 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: July 26, 1996

YVAN ROY
Commissioner for Oaths
Commissaire à l'Assermentation
District - Montreal
Expires July 26, 1996
No. 126 531