

RECORDATION NC 21859-B FILED

NOV 07 '01 12-18 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 7, 2001

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Notice of Locomotive Renumbering, dated as of October 16, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 21859.

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

Lessee: Grand Trunk Western
Railroad Incorporated
P.O. Box 8100
Montreal, PQ
Canada H3C 3N4

[Lessor: Fleet Capital Corporation]

A description of the railroad equipment covered by the enclosed document is:

19 SD 40-3 locomotives currently KCS 6621 -KCS 6639 to be remarked
and numbered GTW 5938 - GTW 5956

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Mr. Vernon A. Williams
November 7, 2001
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A short summary of the document to appear in the index follows:

Notice of Locomotive Renumbering

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

NOTICE OF LOCOMOTIVE RENUMBERING

WHEREAS, Grand Trunk Western Railroad Incorporated ("GTW") as lessee and Fleet Capital Corporation ("Fleet") as lessor entered into a Lease of Railroad Equipment dated as of November 15, 1998 (the "GTW Lease") whereby GTW leases forty (40) SD40-3 locomotives in the approximate period of January to mid-June of each calendar year;

WHEREAS, The Kansas City Southern Railway Company ("KCS") as lessee and Fleet as lessor entered into a Lease of Railroad Equipment dated as of November 15, 1998 (the "KCS Lease") whereby KCS leases said locomotives in the approximate period of mid-June to December of each calendar year;

WHEREAS, the following filings or deposits were made:

- 1) Memoranda of the KCS Lease and the GTW Lease were filed at the Surface Transportation Board, in accordance with 49 U.S.C. Section 11301, on December 10, 1998 at 3:25 P.M. and assigned primary recordation numbers 21859 and 21860, respectively; and
- 2) Memoranda of the KCS Lease and the GTW Lease were deposited at the Office of the Registrar General of Canada, pursuant to Section 105 of the Canada Transportation Act, on December 10, 1998 at 1:42 P.M. and 1:43 P.M., respectively.

NOW THEREFORE, TAKE NOTICE THAT a) during the next period under the GTW Lease (commencing on or about January 1, 2002), GTW will renumber nineteen (19) of said locomotives (which are subject to both the GTW Lease and the KCS Lease) as more particularly set forth on Schedule A attached hereto and b) in respect of this renumbering, GTW shall cause this Notice of Locomotive 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 Locomotive Renumbering has been executed, by an authorized signatory of GTW, as of the 16th day of October, 2001.

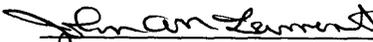
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SURFACE TRANSPORTATION BOARD

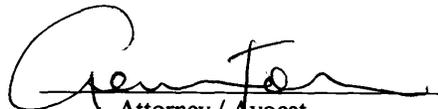
GTW File Reference: CA 8242

**GRAND TRUNK WESTERN
RAILROAD INCORPORATED,**
as lessee under the GTW Lease

By: 
Its: Sr. Manager, Asset Finance

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 17th day of October, 2001, 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.


Attorney / Avocat

Bar #: 190024-8

Schedule A to Notice of Locomotive Renumbering

<u>Original Mark and Number</u>	<u>New Mark and Number</u>
KCS 6621	GTW 5938
KCS 6622	GTW 5939
KCS 6623	GTW 5940
KCS 6624	GTW 5941
KCS 6625	GTW 5942
KCS 6626	GTW 5943
KCS 6627	GTW 5944
KCS 6628	GTW 5945
KCS 6629	GTW 5946
KCS 6630	GTW 5947
KCS 6631	GTW 5948
KCS 6632	GTW 5949
KCS 6633	GTW 5950
KCS 6634	GTW 5951
KCS 6635	GTW 5952
KCS 6636	GTW 5953
KCS 6637	GTW 5954
KCS 6638	GTW 5955
KCS 6639	GTW 5956

Note: The markings and numbers on the other 21 locomotives subject to both the GTW Lease and the KCS Lease (more particularly, KCS 6600 to KCS 6620 inclusive) are not being changed by GTW.