

RECORDATION NO. 20426 FILED 1425  
DEC 27 1996 - 1 05 PM

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RECORDATION NO. 20426-A FILED 1425  
DEC 27 1996 - 1 05 PM

DEC 27 1 02 PM '96

RECEIVED  
TRANSPORTATION  
BOARD

*Copy*  
*Counterspart*

December 27, 1996

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 two (2) copies each of a Memorandum of Lease Agreement Equipment Schedule No. 01, dated as of December 19, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents, and a Memorandum of Lease Agreement Equipment Schedule No. 02, dated as of December 19, 1996, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Lessor: KeyCorp Leasing Ltd.  
54 State Street  
Albany, New York 12207

Lessee: GWI Leasing Corporation  
71 Lewis Street  
Greenwich, Connecticut 06830

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to Schedule No. 01 and Schedule No. 02.

Mr. Vernon A. Williams  
December 27, 1996  
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Also enclosed is a check in the amount of \$44 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT**

**EQUIPMENT SCHEDULE 02**

**Dated as of December 19, 1996**

**between**

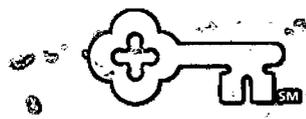
**KEYCORP LEASING LTD.,  
Lessor**

**and**

**GWI LEASING CORPORATION,  
Lessee**

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**Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_:\_\_\_\_.M.  
Recordation Number \_\_\_\_\_**



**MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT** dated as of December 19, 1996 is made by and between GWI LEASING CORPORATION, a Delaware corporation ("Lessee"), and KEYCORP LEASING LTD., a Delaware corporation ("Lessor").

**WITNESSETH:**

1. Pursuant to a Master Equipment Lease Agreement, together with Schedule 02 of even date (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor, 17 locomotives bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

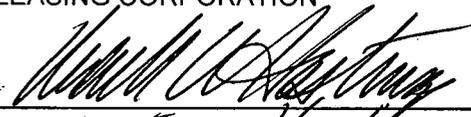
**Lessor:**

KEYCORP LEASING LTD.

By:   
Name: Jeanette McYatt  
Title: VP Business Manager

**Lessee:**

GWI LEASING CORPORATION

By:   
Name: Mark W. Hastings  
Title: Treasurer

STATE OF New York )  
COUNTY OF Albany ) ss

On this 24<sup>th</sup> PM day of December, 1996, before me the subscriber personally appeared Joan McGrath who being by me duly sworn, did depose and say, that (s)he resides at Albany County, that (s)he is a Vice President of KeyCorp Leasing Ltd the corporation described in and which executed the foregoing instrument, and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation

Patricia M Norwood  
NOTARY PUBLIC

My Commission Expires

PATRICIA M. NORWOOD  
Notary Public, State of New York  
No 4863343  
Qualified in Rensselaer County  
Commission Expires June 23, 1998

STATE OF Connecticut )  
COUNTY OF Fairfield ) ss

On this 26<sup>th</sup> day of December, 1996, before me the subscriber personally appeared Mark W. Hastings, who being by me duly sworn, did depose and say, that (s)he resides at 16 Ledgewood Drive, Norwalk, CT, that (s)he is a Treasurer of GWI LEASING CORPORATION, the corporation described in and which executed the foregoing instrument, and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation

[Signature]  
NOTARY PUBLIC

My Commission Expires **MY COMMISSION EXPIRES FEBRUARY 22, 1998**

**EXHIBIT A**  
**TO MEMORANDUM OF LEASE AGREEMENT**  
**DATED AS OF DECEMBER 19, 1996**

<u>No. of Units</u>	<u>Locomotive Type</u>	<u>Road No.</u>	<u>Build Date</u>	<u>Horsepower</u>
17	GP39-2	W&PRR2301	1974	2300
	GP39-2	W&PRR2302	1974	2300
	GP39-2	W&PRR2303	1974	2300
	GP39-2	W&PRR2304	1974	2300
	GP39-2	W&PRR2305	1974	2300
	GP39-2	W&PRR2306	1974	2300
	GP39-2	W&PRR2307	1974	2300
	GP39-2	W&PRR2308	1974	2300
	GP39-2	W&PRR2309	1974	2300
	GP39-2	W&PRR2310	1974	2300
	GP39-2	W&PRR2311	1974	2300
	GP39-2	W&PRR2312	1974	2300
	GP39-2	W&PRR2313	1974	2300
	GP39-2	W&PRR2314	1974	2300
	GP39-2	W&PRR2315	1974	2300
	GP39-2	W&PRR2316	1974	2300
	GP39-2	W&PRR2317	1974	2300