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OCT 3 '97

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

OF COUNSEL  
URBAN A. LESTER

October 3, 1997

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 of a Memorandum of Amendment of Lease of Railroad Equipment, dated as of October 2, 1997, and a Memorandum of Amendment to Memorandum of Discretionary Line of Credit and Security Agreement and Collateral Assignment of Agreement, dated as of October 2, 1997, both being secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed documents relate to the documents previously filed with the Board under Recordation Numbers 20609 and 20609-A

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

Memorandum of Amendment of  
Lease of Railroad Equipment

|        |  |
|--------|--|
| Lessor | Apus Rail One, Inc<br>c/o Dimeling, Schreiber and Park<br>1629 Locust Street<br>Philadelphia, Pennsylvania 19103 |
| Lessee | GWI Leasing Corporation<br>71 Lewis Street<br>Greenwich, Connecticut 06830                                       |

*Copy to [unclear]*

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Mr Vernon A Williams  
October 3, 1997  
Page 2

Memorandum of Amendment to Memorandum of  
Discretionary Line of Credit and Security Agreement  
and Collateral Assignment of Agreement

Borrower      APUS Rail One, Inc  
                    c/o Dimeling, Schreiber and Park  
                    1629 Locust Street  
                    Philadelphia, Pennsylvania 19103

Lender            Corestates Bank, N A  
                    Broad and Chestnut Streets  
                    Philadelphia, Pennsylvania 19101

A description of the railroad equipment covered by the enclosed documents is  
29 CR locomotives set forth on Schedule A to the Memorandum of  
Amendment of Lease of Railroad Equipment

Also enclosed is a check in the amount of \$48 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of each of the enclosed documents to the  
undersigned

Very truly yours,



Robert W Alvord

RWA/bg  
Enclosures

**MEMORANDUM OF  
AMENDMENT TO MEMORANDUM OF  
DISCRETIONARY LINE OF CREDIT AND  
SECURITY AGREEMENT  
AND  
COLLATERAL ASSIGNMENT OF AGREEMENT**

Item No. 5

RECORDATION NO 20609A-7 FILED

OCT 3 '97

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Memorandum of the foregoing Amendment is made as of October 2, 1997 by **APUS RAIL ONE, INC.**, a Pennsylvania corporation ("Borrower") and **CORESTATES BANK, N.A.** ("Lender")

WITNESSETH

1. Borrower and Lender have entered into a Discretionary Line of Credit Security Agreement and Collateral Assignment (the "Credit Agreement") and a Collateral Assignment of Agreements (the "Collateral Assignment"), both dated as of dated as of March 31, 1997.

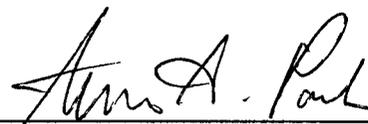
2. A Memorandum of Discretionary Line of Credit and Security Agreement and Collateral Assignment of Agreements was filed with the Surface Transportation Board on April 1, 1997, under Recordation No. 20609A, which evidenced the existence of the Credit Agreement and the Collateral Assignment.

3. Lender has made an advance of funds to Borrower under the Credit Agreement, and Borrower has in return granted to Lender a first priority security interest in the railcars listed on Exhibit A attached hereto (the "Railcars").

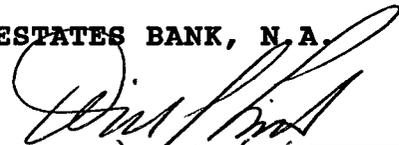
4. This Memorandum is filed to evidence the existence of the Lender's security interest in the Railcars.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective duly authorized officer as of October 2, 1997.

**APUS RAIL ONE, INC.**

By:   
Name: Steven G. Park  
Title: President

**CORESTATES BANK, N.A.**

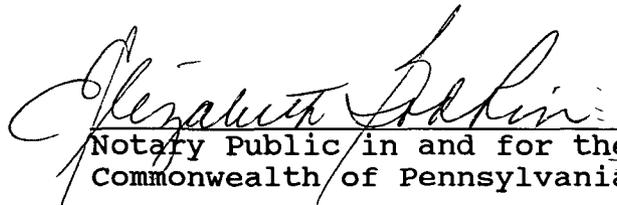
By:   
Name: W. L. Fieb  
Title: J.P.



COMMONWEALTH OF PENNSYLVANIA :  
: SS  
COUNTY OF PHILADELPHIA :

On this, the 2<sup>nd</sup> day of October, 1997, before me a Notary Public in and for the Commonwealth of Pennsylvania, the undersigned officer, personally appeared William J. Kieb who acknowledged <sup>himself</sup> herself to be a Vice President of CORESTATES BANK, N.A., a national banking association, and that she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of CoreStates Bank, N.A. by <sup>himself</sup> herself as such officer.

In Witness Whereof, I hereunto set my hand and official seal.

  
[SEAL]  
Notary Public in and for the  
Commonwealth of Pennsylvania

My Commission Expires:

NOTARIAL SEAL  
ELIZABETH BODKIN, Notary Public  
City of Philadelphia, Phila County  
My Commission Expires May 4, 1998

# EXHIBIT A

## THE UNITS

Description of the Units: Twenty-nine (29) locomotives as follows:

| <u>Model Type</u> | <u>Unit No.</u> |
|-------------------|-----------------|
| GP38              | CR7635          |
| GP38              | CR7676          |
| GP38              | CR7687          |
| GP38              | CR7700          |
| SWI00I            | CR9405          |
| SWI00I            | CR9417          |
| SWI00I            | CR9423          |
| SWI00I            | CR9424          |
| SWI500            | CR9500          |
| SWI500            | CR9508          |
| SWI500            | CR9509          |
| SWI500            | CR9513          |
| SWI500            | CR9517          |
| SWI500            | CR9519          |
| SWI500            | CR9534          |
| SWI500            | CR9536          |
| SWI500            | CR9538          |
| SWI500            | CR9539          |
| SWI500            | CR9540          |
| SWI500            | CR9549          |
| SWI500            | CR9554          |
| SWI500            | CR9557          |
| SWI500            | CR9576          |
| SWI500            | CR9580          |