

# HARTER, SECREST & EMERY LLP

ATTORNEYS AT LAW

One HSBC Center, Suite 3550  
Buffalo, New York 14203-2884  
716-853-1616

111 Washington Avenue, Suite 206  
Albany, New York 12210-2206  
518-434-4377

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

700 MIDTOWN TOWER  
ROCHESTER, NEW YORK 14604-2070  
716-232-6500  
FAX 716-232-2152  
E-MAIL wbay@hslaw.com

5551 Ridgewood Drive, Suite 405  
Naples, Florida 34108-2753  
941-598-4444

6719 Winkler Road, Suite 121  
Fort Myers, Florida 33919-7200  
941-489-1774

Please Reply To Rochester  
Direct Dial 716-231-1240

January 14, 2000

20609-L - filed 3:47PM  
20609-K - filed 3:45PM

Surface Transportation Board  
195 K Street, N W , Suite 704  
Washington, D C 20423

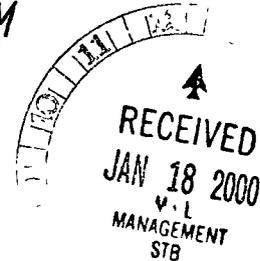
RECORDATION NO. 20609-J FILED

JAN 28 '00

3-43 PM

TS

**SURFACE TRANSPORTATION BOARD**



Dear Sir or Madam

Enclosed for recording with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the U S Code are one original and one copy of the fully executed, notarized documents described below.

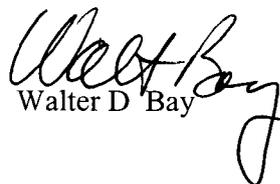
- 1 Release of Lien which releases the lien created by Memorandum of Lease of Railroad Equipment, dated March 31, 1997, between Apus Rail One, Inc , Lessor, and GWI Leasing Corporation, Lessee, filed with the Board on April 1, 1997 at 2:14 p.m. under Recordation Number 20609 - **J**
2. Release of Lien which releases the lien created by Memorandum of Discretionary Line of Credit and Security agreement and Collateral Assignment of Agreement, dated March 31, 1997, between Apus Rail One, Inc, Borrower, and CoreStates Bank, N.A., Lender, filed with the Board on April 1, 1997 at 2 14 p m under Recordation Number 20609-A. **K**
- 3 Release of Lien which releases the lien created by Bill of Sale, dated March 31, 1997, from Helm Financial Corporation, Seller, to Apus Rail One, Inc , Buyer, filed with the Board on April 3, 1997 at 8 45 a.m. under Recordation Number 20609-A **L**

Please record the originals, note the time of recordation and recordation number on the copies and return the copies to me in the envelope provided

Thank you for your cooperation and please call me at 800-828-6522 if there are any questions

Very truly yours,

HARTER, SECREST & EMERY LLP

  
Walter D Bay

WDB cls  
Enclosures  
cc Mark W Hastings  
Gordon Knox, Esq

SECRETARY  
OFFICE OF THE  
BRANCH  
APPELLATE BRIEFING  
JAN 19 11 55 AM '00

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

RECORDATION NO. 20609-J FILED

**RELEASE OF LIEN**

(Memorandum of Lease of Railroad Equipment)

JAN 28 '00

3-4 3 PM

**SURFACE TRANSPORTATION BOARD**

This Release of Lien (the "Release") releases the lien created by that certain Memorandum of Lease of Railroad Equipment dated as of March 31, 1997 between Apus Rail One, Inc. ("Lessor") and GWI Leasing Corporation ("Lessee") bearing Recordation No. 20609 (the "Memorandum"). This Release releases the Lessor's security interest with respect to two hundred eighty three (283) open top hopper cars, PSR 1700-1982, inclusive (collectively, the "Equipment").

WHEREAS, Pittsburg & Shawmut Railroad, Inc. and GWI Leasing Corporation have each entered into a Purchase and Sale Agreement dated as of December 7, 1999, pursuant to which the Equipment has been or will be sold to Allfirst Bank; and

WHEREAS, the Lessor desires to release its lien upon the Equipment by virtue of the Memorandum and the above-referenced Recordation No.

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor hereby releases the Equipment from the lien created by or arising out of the Memorandum. The Lessor agrees and acknowledges that this Release will be recorded with the Surface Transportation Board.

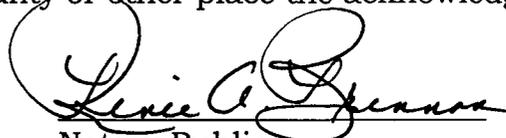
IN WITNESS WHEREOF, the Lessor has caused this Release to be duly executed by its authorized officer this 13 day of January, 2000.

Apus Rail One, Inc.

By: Stephen A. Pouch

STATE OF PENNSYLVANIA )  
COUNTY OF PHILADELPHIA ) ss.

On the 13 day of January in the year 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN G. PARK, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument, and that such individual made such appearance before the undersigned in the PHILADELPHIA (insert the city or other political subdivision and the state or county or other place the acknowledgement was taken).

  
Notary Public

NOTARIAL SEAL  
RENÉE A. BRENNAN, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires Feb. 17, 2001