

20020

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

Counter Part - Kim Bostman

May 1, 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 three (3) copies of Memorandum of Equipment Lease Agreement, dated as of April 29, 1996, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

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

Lessee: The New York Susquehanna and Western
Railway Corporation
3 Railroad Avenue
Rochelle Park, New Jersey

A description of the railroad equipment covered by the enclosed document is identified on Exhibit A attached to the Lease Agreement.

Mr. Vernon A. Williams
May 1, 1996
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

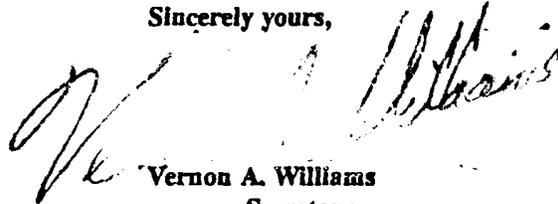
54/1/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/1/96 at 11:45AM, and assigned recordation number(s). 20040.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 21/00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

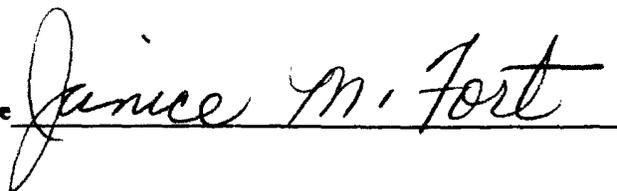


Exhibit A
to Equipment Schedule No. 01
to Master Equipment Lease Agreement dated as of April 29, 1996

VENDOR: RAILCAR, LTD.
1819 PEACHTREE ROAD, N.E.
SUITE 315
ATLANTA, GA 30309

<u>QTY</u>	<u>EQUIPMENT DESCRIPTION</u>
1	UNIT NUMBER CR 256, MODEL GP 40 LOCOMOTIVE **

**The equipment is an EMD GP 40 diesel electric locomotive which currently bears road number CR 256. At closing, the locomotive will be re-stenciled as NYSW 256. In the next few months, the locomotive will be repainted and renumbered as NYSW 3040.