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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

March 4, 2003

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

RECORDATION NO. 24342 FILED

MAR 04 '03 9-48 AM

SURFACE TRANSPORTATION BOARD

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 Lease, dated as of September 18, 2002 a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Railcar, Ltd.
1201 Peachtree St., N.E.
400 Colony Square, Suite 1101
Atlanta, GA 30361

Lessee: Western New York and
Pennsylvania Railroad, LLC
69 South Dow Street
Falconer, New York 14733

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

Fifteen (15) boxcars within the series SLGG 016001 - SLGG 016153

Mr. Vernon A. Williams
March 4, 2003
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 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,

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

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 24342 FILED

MAR 04 '03 9-48 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

1. Pursuant to that certain Master Lease Agreement dated as of March 26, 2002, and the related Schedule No. 1 dated as of April 5, 2002, (collectively, the "Lease Agreement"), between Railcar, Ltd., as Lessor, and Western New York and Pennsylvania Railroad, LLC., as Lessee, whereby Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.
1201 Peachtree Street, N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361

Lessee: Western New York and Pennsylvania Railroad, LLC.
69 South Dow Street
Falconer, New York 14733

3. The initial Term of the Lease is twelve (12) months commencing on September 1, 2002.

4. The Lease shall automatically renew on a month to month basis commencing September 1, 2003 and each month thereafter until either party provides thirty days notice of its intent to terminate.

5. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

6. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

[Signatures Begin on Next Page]

Deal 652

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 9-18-02.

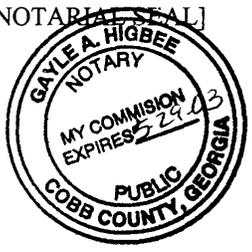
RAILCAR, LTD.

By: [Signature]
Name: Jeffrey Edelman
Title: Vice President of Finance

State of Georgia, County of Cobb

On September 4, 2002, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]



[Signature]
Notary Public: Gayle A. Higbee
My commission expires: May 29, 2003

WESTERN NEW YORK AND PENNSYLVANIA RAILROAD, LLC.

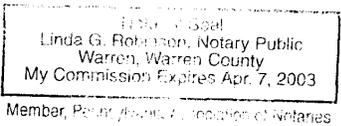
By: [Signature]
Name: GARY E. LANDRIO
Title: CORPORATE SECRETARY

Pennsylvania
State of New York, County of WARREN

On February 6, 2003, before me personally appeared GARY E. Landrio, to me personally know, who being by me duly sworn says that he is CORPORATE SECRETARY of Western New York and Pennsylvania Railroad, LLC., and that he executed the foregoing instrument on behalf of said company by authority of its Charter, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

[Signature]
Notary Public:
My commission expires:



Deal 652
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EXHIBIT A TO MEMORANDUM OF LEASE

Description of Railcars

This is Exhibit A to the Memorandum of Lease dated as of 9-18, 2002, between Railcar, Ltd., as Lessor, and Western New York and Pennsylvania Railroad, L.L.C., as Lessee.

Owner of Cars: Atel Leasing Corporation

Quantity of Cars: Fifteen (15)

Description of Cars: Used 50 foot, 70-ton, double door boxcars

Car Marks and Numbers:

SLGG 016001
SLGG 016022
SLGG 016027
SLGG 016035
SLGG 016048
SLGG 016054
SLGG 016055
SLGG 016058
SLGG 016090
SLGG 016091
SLGG 016098
SLGG 016111
SLGG 016120
SLGG 016129
SLGG 016153

Deal 652