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September 1, 2000

RECORDATION NO. 23067 FILED

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

SEP 1 '00 10-14 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease and Assignment of Lease, dated as of September 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

Please index this document under the names of the Assignor, Assignee and Lessee identified below.

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

Assignor:	ITG, Inc. 220 Jackson Street Suite 3000 San Francisco, CA 94111
Assignee:	Railcar, Ltd. 1819 Peachtree Road NE Suite 425 Atlanta, GA 30309-1847
[Lessee:	Brandywine Valley Railroad]

Mr. Vernon A. Williams
September 1, 2000
Page Two

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

12 railcars BVRV 4001 - BVRV 4012

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

Memorandum of Lease between ITG, Inc., Lessor, and Brandywine Valley Railroad, Lessee, and Assignment of Lease from ITG, Inc., Assignor, to Railcar, Ltd., Assignee, covering 12 railcars BVRV 4001 - BVRV 4012.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

1. This instrument relates to the Railroad Car Lease Agreement, No. ITG-2379, dated May 23, 1995, between ITG, Inc. and Brandywine Valley Railroad, and related Riders Nos. 1 and 2 dated May 23, 1995 (collectively, the "Lease Agreement"), pursuant to which ITG, Inc. ("ITG") has leased to Brandywine Valley Railroad ("Lessee") thirteen (13), ballast bearing the marks and numbers in the attached "Description of Railcars"(the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease."

2. Pursuant to the Asset Purchase Agreement dated as of September 1, 2000, between ITG and Railcar, Ltd. ("LTD"), ITG has assigned to LTD all of ITG's rights, title, and interest in and to the Lease Agreement and the Cars. In connection with the assignment by ITG to LTD, Lessee was asked to execute a Notice & Acknowledgement of Assignment dated as of August 4, 2000, pursuant to which Lessee acknowledged such assignment and agreed to certain amendments to the Lease Agreement.

3. The addresses of the parties are as follows:

ITG, Inc. (Former Lessor / Assignor)
220 Jackson Street, Suite 3000
San Francisco, CA 94111

Railcar, Ltd. (New Lessor / Assignee)
1819 Peachtree Road, N.E., Suite 425
Atlanta, Georgia 30309-1847

Brandywine Valley Railroad (Lessee)
Modena Road
Coatsville, PA 19320-0911

RECORDATION NO. 23067 FILED

SEP 1 '00 10-14 AM

SURFACE TRANSPORTATION BOARD

4. The term of the Lease has already commenced and is scheduled to end on September 1, 2005, without an option to extend the term.

5. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement and the Notice & Acknowledgement of Assignment. The terms and provisions of the assignment are more particularly set forth in the Asset Purchase Agreement.

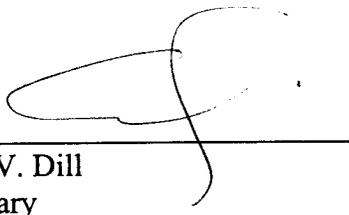
6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 8-25, 2000.

ITG, INC.

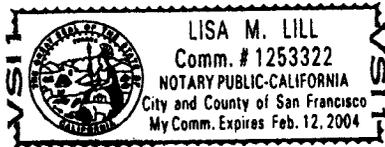
By: _____
Name: Alice V. Dill
Title: Secretary



State of California }
County of San Francisco } SS.

On August 25, 2000, before me personally appeared Alice V. Dill, to me personally known, who being by me duly sworn says that she is Secretary of ITG, Inc., and that she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of corporation.

Lisa M. Lill
Notary Public Lisa M. Lill
My commission expires: 12-12-04



[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

RAILCAR, LTD.

By: Paul H. Kennedy
Name: Paul H. Kennedy
Title: Vice President

State of Georgia }
County of Gwinnett } SS.

On September 12, 2000, before me personally appeared Paul H. Kennedy,
to me personally known, who being by me duly sworn says that he/she is Vice President
of Railcar, Ltd., and that he/she executed the foregoing instrument on behalf of said corporation
by authority of its board of directors, and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of corporation.

Donna Smith

Notary Public

My commission expires: **Notary Public, Gwinnett County, Georgia**
My Commission Expires January 3, 2001

[NOTARIAL SEAL]

DESCRIPTION OF RAILCARS

Lessor: ITG, Inc
Lessee: Brandywine Valley Railroad
Lease #: Railroad Car Lease Agreement dated May 23, 1995 between ITG, Inc.,
as Lessor and Brandywine Valley Railroad, as Lessee and the related
Riders No. One and Two (ITG-2379)
Car Description: Flat
Number of Cars: 12
Car Mark: BVRV
Car Numbers: 4001- 4012