

RECORDATION NO.

24342B FILED

MAY 27 '04

2-25 PM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

May 27, 2004

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 Statement of Termination of Lease, dated as of May 26, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 24342.

The name and address of the party to the enclosed document are:

Lessor: Railcar, Ltd.  
1201 Peachtree St., 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]

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

12 railcars within the series SLGG 16001 - SLGG 16153 as more particularly set forth in the equipment schedule attached to the document.

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

Statement of Termination 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,



Robert W. Alvord

RWA/anm  
Enclosures

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STATEMENT OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

1. This instrument relates to that certain Schedule No. 1 dated as of April 5, 2002, which is a part of that certain Master Lease Agreement dated as of March 26, 2002 between Railcar, Ltd., as Lessor, and Western New York and Pennsylvania Railroad, LLC., as Lessee (collectively the "Lease Agreement") pursuant to which Lessor leased to Lessee the following twelve (12) railcars: SLGG 16001, 16022, 16027, 16035, 16048, 16054, 16055, 16058, 16090, 16091, 16098, 16111, 16120, 16129, and 16153 (the "Cars").

Said Lease Agreement is evidenced by that certain Memorandum of Lease dated September 18, 2002 and recorded with the Surface Transportation Board (the "STB") on March 4, 2003 under Recordation No. 24342.

2. Notice of Termination has been given by Lessor, and received by Lessee, in accordance with the terms of the Lease Agreement, and the Lease will terminate on June 30, 2004 with respect to all the Cars.

IN WITNESS WHEREOF, the parties have caused this Statement of Termination of Lease to be executed as of the 26 day of May, 2004.

RAILCAR, LTD.

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

State of Georgia, County of Fulton

On May 24, 2004, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Senior Vice President, 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  
My commission expires: 5-29-2007