

RECORDATION NO. 24985-A FILED

JUN 10 '04 10-33 AM

SURFACE TRANSPORTATION BOARD

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

June 9, 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 Memorandum of Assignment of Lease Agreement, dated as of June 11, 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 is being filed with the Board under Recordation Number \_\_\_\_\_.

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

Assignor: Maxus Leasing Group, Inc.  
31300 Bainbridge Road  
Cleveland, OH 44139

Assignee: AmeriServ Financial Bank  
216 Franklin Street  
Johnstown, PA 15907

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

50 open top hopper cars: WE 1900 – WE 1924 and 25 within the series  
WE 19395 – WE19475

Mr. Vernon Williams  
June 9, 2004  
Page Two

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

Memorandum of Assignment of Lease Agreement

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/anr  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of June 11, 2004, by and between Maxus Leasing Group, Inc., ("Assignor") and AmeriServ Financial Bank ("Assignee").

WHEREAS, Maxus Leasing Group, Inc., as Lessor and Wheeling & Lake Erie Railway Company., as Lessee, have heretofore entered into that certain Lease Agreement dated May 26, 2004, (the "Lease") pertaining to the rail cars described on the attached Exhibit A ("Equipment"). Evidence of the Lease and assignment of Lease has been recorded as of \_\_\_\_\_ with the Surface Transportation Board pursuant to \_\_\_\_\_ and assigned recordation number \_\_\_\_\_.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

**ASSIGNOR: MAXUS LEASING GROUP, INC.**

By: Anthony N. Granata  
Anthony N. Granata  
Title: Vice President

STATE OF OHIO )  
COUNTY OF CUYAHOGA ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Anthony N. Granata, Vice President of Maxus Leasing Group, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio this 7th day of June 2004.

Notary Public  
My Commission Expires: \_\_\_\_\_



**LAURA K. RHODES**  
NOTARY PUBLIC  
STATE OF OHIO  
Recorded in  
Cuyahoga Cty.  
My Comm. Exp. 9/20/04

**ASSIGNEE: AmeriServ Financial Bank**

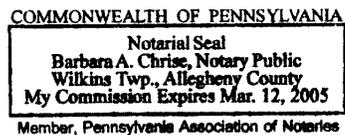
By: Matthew C. Rigo  
Title: AVP, Commercial Loan Officer

STATE OF PENNSYLVANIA)  
COUNTY OF ALLEGHENY ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared MATTHEW C. RIGO the ASST. V.P. of AMERISERV FIN., who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Pgh., PA this 8th day of June, 2004.

Barbara A. Chrise  
Notary Public  
My Commission Expires: 3-12-05



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**SURFACE TRANSPORTATION BOARD**

**EXHIBIT A TO MEMORANDUM OF LEASE**

This is Exhibit A to the Memorandum of Assignment of Lease dated June 11, 2004 between Maxus Leasing Group, Inc., as Assignor and AmeriServ Finance Bank, as Assignee.

Equipment Description:

<u>Quantity</u>	<u>Description</u>
50	Open Top Hopper Railcars (used) with car numbers:
	WE 19395
	WE 19401
	WE 19404
	WE 19405
	WE 19409
	WE 19410
	WE 1913
	WE 19415
	WE 1920
	WE 19419
	WE 19420
	WE19421
	WE 19423
	WE 19425
	WE 1916
	WE 19429
	WE 19430
	WE 19433
	WE 1907
	WE 19438
	WE 19444
	WE 1901
	WE 1923
	WE 19451
	WE 19452
	WE 19455
	WE 19456
	WE 19461
	WE 1912
	WE 19466
	WE 19467
	WE 19475
	WE 1908
	WE 1914
	WE 1909
	WE 1922
	WE 1921
	WE 1919
	WE 1905
	WE 1903
	WE 1917
	WE 1915
	WE 1900
	WE 1924
	WE 1904
	WE 1910
	WE 1911
	WE 1918
	WE 1906
	WE 1902

with all replacement parts, additions, repairs, accessions & accessories incorporated therein and/or affixed thereto.