

RECORDATION NO 30611

FILED

January 16, 2013 04:00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

January 16, 2013

Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

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 January 11, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Maxus Capital Group, LLC  
31300 Bainbridge Road  
Cleveland, OH 44139

[Lessee: Western New York & Pennsylvania Railroad, LLC  
5769 Sweeteners Blvd  
Lakeville, NY 14480

Chief of the Section of Administration  
January 16, 2013  
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A description of the railroad equipment covered by the enclosed document is:

9 Locomotives: WNYP 636, NYSW 3668, NYSW 3672, 2 Alco Model M424 locomotives nos. 4223 and 4228, Alco C630M locomotive AM 70 WNYP 630 M-6002-001, Alco C630M SIXX 63 locomotive WNYP 631 M-6030-08, Alco C-425 locomotive 3461-7 and Alco C425 locomotive #550 (renumbered 428)

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE

January 16, 2013 04:00 PM

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Master Lease Agreement 1355 dated as of July 5, 2007 ("Master Lease"), and the related Schedule No. 003 dated May 1, 2012 ("Lease Schedule"), between Maxus Capital Group, LLC, as Lessor, and Western New York & Pennsylvania Railroad, LLC, as Lessee, Lessor has leased to Lessee the equipment identified on Exhibit A attached hereto and incorporated herein by reference (the "Equipment").

2. The addresses of the parties are as follows:

Maxus Capital Group, LLC  
31300 Bainbridge Road  
Cleveland, Ohio 44139

Western New York & Pennsylvania Railroad, LLC  
5769 Sweeteners Blvd  
Lakeville, NY 14480

3. The terms and provisions of the lease of the Equipment are more particularly set forth in the Master Lease and Lease Schedules .

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

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of January 11, 2013.

Maxus Capital Group, LLC.

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

State of OHIO, County of CUYAHOGA

On JAN. 11, 2013, before me personally appeared Anthony N. Granata, to me personally known, who being by me duly sworn says that he is Vice President of Maxus Leasing Group, Inc., 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.

Dennis J. Diemer  
Notary Public: DENNIS J. DIEMER  
My commission expires: HAS NO EXPIRATION DATE

[NOTARIAL SEAL]

Lessee: Western New York & Pennsylvania Railroad, LLC

By:

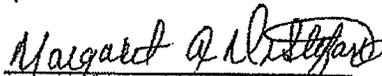
Print Name:

Title:

  
RAYMOND R. MARTEL  
VP, CFO

State of New York, County of LIVINGSTON

On 16<sup>th</sup> day of Jan, 2013, before me personally appeared Raymond R Martel, to me personally known, who being by me duly sworn says that he is V. PRES of Western New York & Pennsylvania Railroad, LLC Maxus Leasing Group, Inc., 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.

  
Notary Public:  
My commission expires: 11/19/13

[NOTARIAL SEAL]

MARGARET A. DESTEFANO  
Notary Public, State of New York  
Reg. No. 01DE5046392  
Qualified in Livingston County  
Commission Expires Nov. 19, 2013

**EXHIBIT A TO MEMORANDUM OF LEASE**

This is Exhibit A to the Memorandum of Lease dated January 11, 2013 between Maxus Capital Group, LLC, Inc., as Lessor, and Western New York & Pennsylvania Railroad, LLC, as Lessee.

Equipment Description:

Quantity	Description	
1	1970 MLW Model M636 3600HP Diesel -Electric Locomotive WNYP No. 636	
1	1970 MLW Model M636 3600 HP Diesel Electric Locomotive NYSW No. 3668	
1	1970 MLW Model M636 3600 HP Diesel Electric Locomotive NYSW No. 3672	
1	1970 Alco Model M424 Locomotive No. 4223	
1	1970 Alco Model M424 Locomotive No. 4228	
3	FRA Event Recorder Kit	
3	Head of Train Kit	
2	End of Train Kit	
3	Recorder Cable	
3	Used Kim Hotstart w/ 480V Transformer	
5	Install hot starts and recorders	
5	CM300 VHF 45W Motorola VHF 32CH 25-45W mobile Radio complete with mounting bracket, power harness, enhanced keypad, microphone, warranty	
5	CP200 VHF 16CH Motorola CP200 VHF 16CH 5 watt portable radio complete with LI/ON battery, 90 minute rapid rate drop in charger, VHF antenna, belt clip, and initial programming	
1	1969 Alco C630N Locomotive AM 70 ( WNYP 630 )	M-6002-001
1	1969 Alco C630M Locomotive SIXX 73 ( WYNP 631 )	M-6030-08
1	1966 Alco C-425 Locomotive	3461-7
1	1966 Alco C425 Locomotive # 550 (renumbered 428)	
4	Quantum Engineering, Inc. Head of Train Telemetry Unit w/ Q3465/R HOTD, console mounted with odometer and acceleration displays and integrated internal event recorder. Q9077/15C Power/Locomotive Interconnection cable, 15 feet long. HOTD Mounting plate. QP-09685 UHF antenna. Q9260/20 UHF antenna coaxial cable with terminations, 20 feet long	
4	Quantum Engineering End of Train unit (EOT), AAR Compliant, with air driven generator for battery charging and EOT operation and integrated (non-removable) battery. Includes hose assembly	
4	Quantum Engineering FRA Compliant Event Recorder with Integrated Diagnostic Functions	
4	Event Recorder Power/Interconnection Cable, 15 feet long.	
4	Quantum Engineering Traction Motor Current Module.	
4	Quantum Engineering Remote Download Module with Security Cover.	
4	Remote Download Module Interconnection Cable, 15 feet long.	
4	CM 300 45W Radios	
1	Leaf Spring Repair & Window Glazing	
1	Freight	
6	CP200 VHF 16CH Motorola CP200 VHF 16CH 5 watt portable radio complete with LI/ON battery, 90 minute rapid rate drop in charger, VHF antenna, belt clip, initial programming, w/ 7 remote speakers	

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

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/10/13

Edward M Luria  
Edward M. Luria