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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

June 12, 2014

Chief
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 Termination Agreement (1998-NB-C), dated as of June 11, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21655.

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

Head Lessor:	Commuter Rail Division of the Regional Transportation Authority 547 W Jackson Blvd, 2nd Fl Chicago IL 60611
Head Lessee:	METRA 1998-NB-C Trust c/o Wilmington Trust Company 1100 N Market St Wilmington DE 19890
Lender:	AIG-FP (Cayman) Limited PO Box 309 Grand Cayman, Cayman Island B.W.I.

Section Chief
June 12, 2014
Page 2

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

34 gallery cab cars numbered 8444 – 8477, inclusive.

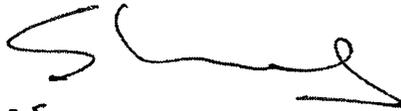
A short summary of the document to appear in the index is:

Memorandum of Termination Agreement (1998-NB-C).

Also enclosed is a check in the amount of \$44.00 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 "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF TERMINATION AGREEMENT
(1998-NB-C)**

This MEMORANDUM OF TERMINATION AGREEMENT (1998-NB-C) is made and entered into as of this 11th day of June, 2014, among Commuter Rail Division of the Regional Transportation Authority as head lessor, sublessee and pledgor ("*METRA*"), METRA 1998-NB-C Trust as head lessee, sublessor, borrower and pledgee (the "*Trust*"), and AIG-FP Funding (Cayman) Limited as lender (the "*Lender*").

WITNESSETH:

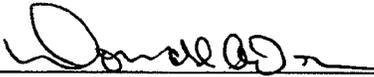
The undersigned have entered into that certain Omnibus Termination Agreement (1998-NB-C) dated as of June 10, 2014, whereby:

- (i) the Lease Agreement (1998-NB-C) dated as of September 18, 1998 between METRA and the Trust (the "*Lease*");
- (ii) the Lease Supplement (1998-NB-C) dated as of September 18, 1998 between METRA and the Trust (the "*Lease Supplement*");
- (iii) the Sublease Agreement (1998-NB-C) dated as of September 18, 1998 between the Trust and METRA (the "*Sublease*");
- (iv) the Sublease Supplement (1998-NB-C) dated as of September 18, 1998 between the Trust and METRA (the "*Sublease Supplement*");
- (v) the Loan and Security Agreement (1998-NB-C) dated as of September 18, 1998, between the Lender and the Trust (the "*Loan*"); and
- (vi) the Equipment Pledge Agreement (1998-NB-C) dated as of September 18, 1998 between the METRA and the Trust (the "*Pledge*")

have been terminated, and all security interests previously of record with the Surface Transportation Board under 49 U.S.C. § 11301 in the railroad equipment bearing road numbers as listed in the attached Schedule A hereto under the Lease, the Lease Supplement, the Sublease, the Sublease Supplement, the Loan and the Pledge are terminated, released and fully discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination Agreement (1998-NB-C) to be executed by their respective officers thereunto duly authorized as of the day first above written.

COMMUTER RAIL DIVISION OF THE REGIONAL
TRANSPORTATION AUTHORITY, as head
lessor, sublessee and pledgor, as aforesaid

By: 
Its: Executive Director / CEO

METRA 1998-NB-C Trust, as head lessee,
sublessor, borrower and pledgee, as
aforesaid, by and through Wilmington Trust
Company, not in its individual capacity, but
solely as Trustee

By: _____
Its: _____

AIG-FP FUNDING (CAYMAN) LIMITED, as lender,
as aforesaid

By: _____
Its: _____

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 10th day of June, 2014, before me personally appeared Donald Orseno, to me personally known, who, being by me duly sworn, says that he is the Executive Director of COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY and that said instrument was signed on behalf of COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY 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 COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY.

Elizabeth M. Hood
Notary Public

(Seal)

My Commission Expires: 6/25/17

STATE OF _____)
) ss
COUNTY OF _____)

On this _____ day of June, 2014, before me personally appeared _____, to me personally known, of WILMINGTON TRUST COMPANY, who, being by me duly sworn, says that he/she is the _____ of said corporation and that said instrument was signed 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 said corporation, not in its individual capacity, but solely as trustee of METRA 1998-NB-C.

Notary Public

(Seal)

My Commission Expires: _____

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination Agreement (1998-NB-C) to be executed by their respective officers thereunto duly authorized as of the day first above written.

COMMUTER RAIL DIVISION OF THE REGIONAL
TRANSPORTATION AUTHORITY, as head lessor,
sublessee and pledgor, as aforesaid

By: _____
Its: _____

METRA 1998-NB-C Trust, as head lessee,
sublessor, borrower and pledgee, as aforesaid,
by and through Wilmington Trust Company,
not in its individual capacity, but solely as
Trustee

By:  _____
Its: **Assistant Vice President**

AIG-FP FUNDING (CAYMAN) LIMITED, as lender,
as aforesaid

By: _____
Its: _____

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this _____ day of June, 2014, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he/she is the _____ of COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY and that said instrument was signed on behalf of COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY 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 COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY.

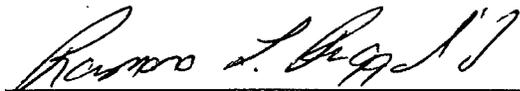
Notary Public

(Seal)

My Commission Expires: _____

STATE OF State of Delaware)
) ss
COUNTY OF New Castle County

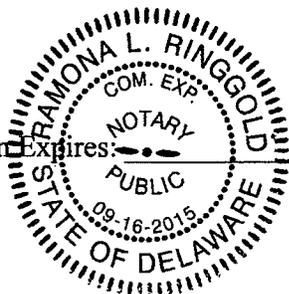
On this 9th day of June, 2014, before me personally appeared Rita Marie Ritrovato, to me personally known, of WILMINGTON TRUST COMPANY, who, being by me duly sworn, says that he/she is the Assistant Vice President of said corporation and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation, not in its individual capacity, but solely as trustee of METRA 1998-NB-C.



Notary Public

(Seal)

My Commission Expires: _____



RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 09-16-2015

Memorandum of Termination Agreement (1998-NB-C)
(Notary)

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination Agreement (1998-NB-C) to be executed by their respective officers thereunto duly authorized as of the day first above written.

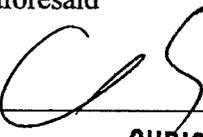
COMMUTER RAIL DIVISION OF THE REGIONAL
TRANSPORTATION AUTHORITY, as head lessor,
sublessee and pledgor, as aforesaid

By: _____
Its: _____

METRA 1998-NB-C Trust, as head lessee,
sublessor, borrower and pledgee, as aforesaid,
by and through Wilmington Trust Company,
not in its individual capacity, but solely as
Trustee

By: _____
Its: _____

AIG-FP FUNDING (CAYMAN) LIMITED, as lender,
as aforesaid

By:  _____
Its: _____
CHRISTIAN TOFT
AUTHORIZED SIGNATORY

STATE OF Connecticut)
COUNTY OF Fairfield)^{ss}

On this 10th day of June, 2014, before me personally appeared Christian Toft, to me personally known, of AIG-FP FUNDING (CAYMAN) LIMITED, who, being by me duly sworn, says that he/she is the Authorized Signatory of said corporation and that said instrument was signed on behalf of said corporation by duly authorized corporate authority, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of AIG-FP FUNDING (CAYMAN) LIMITED.

Tracy J. Monaco
Notary Public

(Seal)

My Commission Expires: 3/31/2017

TRACY J. MONACO
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 3/31/2017

SCHEDULE A

EQUIPMENT	UNIT QUANTITY	ROAD NUMBERS
Gallery Cab Cars	34	8444 through 8477, inclusive

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: 6/12/14

Edward M Luria
Edward M. Luria