

RECORDATION NO. 5388-E

RECORDATION NO. 1-5388

NOV 27 1987 -2 35 PM

PHILADELPHIA
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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION
 WASHINGTON
 NEW YORK
 SAN DIEGO
 LONDON

RECORDATION NO. 5388-A

NOV 27 1987 -2 35 PM

WILLIAM A. SNEDEKER
DIAL DIRECT (212) 309-6094

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INTERSTATE COMMERCE COMMISSION
 November 25, 1987
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INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
 Secretary
 Interstate Commerce Commission
 12th and Constitution Avenue
 Washington, D.C. 20423

RECORDATION NO. 5388-D

No. _____
 Date NOV 27 1987
 Fee \$ 60.00
 ICC Washington, D.C.

Dear Secretary:

NOV 27 1987 -2 35 PM

I have enclosed **INTERSTATE COMMERCE COMMISSION** original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are (i) a Lease Agreement, a primary document, dated as of November 1, 1987, (ii) a Lease Schedule, a primary document, dated November 25, 1987, (iii) a Purchase Agreement Assignment, a primary document, dated as of November 1, 1987, (iv) a Trust Agreement, a primary document, dated as of November 1, 1987, (v) a Trust Indenture, a primary document, dated as of November 1, 1987, (vi) an Indenture Supplement, a primary document, dated November 25, 1987 and (vii) a Bill of Sale, a primary document, dated November 25, 1987.

The names and addresses of the parties to the documents are as follows:

- Lessor: Wilmington Trust Company, individually and as Owner Trustee
 Rodney Square North
 Wilmington, Delaware 19890
- Lessee: Southeastern Pennsylvania Transportation Authority
 841 Chestnut Street
 Philadelphia, Pennsylvania 19107
- Lender: Deutsche Credit Corporation
 2333 Waukegan Road
 Deerfield, Illinois 60015

Counterpart -
[Signature]
 mbs-rc

NOV 27 2 31 PM '87
 MOTOR OPERATING UNIT
 100 OFFICE OF THE SECRETARY

MORGAN, LEWIS & BOCKIUS

Owner Part-

Participant: Ford Motor Credit Company
The American Road
Dearborn, Michigan 48121-1729

Indenture

Trustee: The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

A description of the equipment covered by the documents follows:

See Schedule I attached hereto.

A fee of seventy dollars (\$70) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

William A. Snedeker
Morgan, Lewis & Bockius
101 Park Avenue
New York, New York 10178

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

1. Lease Agreement, between:
Wilmington Trust Company, As Owner Trustee, Lessor
Rodney Square North
Wilmington, Delaware 19890

and

Southeastern Pennsylvania Transportation
Authority, as Lessee
841 Chestnut Street
Philadelphia, Pennsylvania 19107
Dated as of: November 1, 1987
and covering the lease of Commuter Railroad
Trailer Cars, Commuter Railroad Cab Cars and
Locomotives.

2. Lease Schedule, between
Wilmington Trust Company, as Owner Trustee
Rodney Square North
Wilmington, Delaware 19890

and

Southeastern Pennsylvania Transportation Authority
as Lessee
841 Chestnut Street
Philadelphia, Pennsylvania 19107
Dated: November 25, 1987 and covering the

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equipment described in Schedule I attached hereto.

3. Purchase Agreement Assignment, between
Southeastern Pennsylvania Transportation
Authority, as Assignor
841 Chestnut Street
Philadelphia, Pennsylvania 19107

and

Wilmington Trust Company, as Owner Trustee,
Assignee
Rodney Square North
Wilmington, Delaware 19890
Dated as of: November 1, 1987
and covering: the transfer of all of Assignor's
right, title and interest in the equipment
purchased pursuant to a purchase contract dated
May 27, 1987 between Bombardier Inc. and Assignor
(Purchase Agreement attached thereto as an
exhibit)

4. Trust Agreement, between:

Wilmington Trust Company, in its individual
capacity and as Owner Trustee
Rodney Square North
Wilmington, Delaware 19890

and

Ford Motor Credit Company, as Owner Participant
The American Road
(P.O. Box 1729)
Dearborn, Michigan 48121-1729
Dated as of: November 1, 1987
and covering the creation of a trust between the
Owner Trustee and Owner Participant

5. Trust Indenture, between,
Wilmington Trust Company, as Owner Trustee
Rodney Square North
Wilmington, Delaware 19890

and

The Connecticut National Bank, as Indenture
Trustee
777 Main Street
Hartford, Connecticut 06115
Dated as of: November 1, 1987
and covering the grant of a security interest in

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the Indenture Estate by the Owner Trustee to the Indenture Trustee.

6. Indenture Supplement, by
Wilmington Trust Company
As Owner Trustee,
Rodney Square North
Wilmington, Delaware 19890
Dated: November 25, 1987
Wherein, the Owner Trustee grants to the Indenture Trustee a security interest in the Equipment described in Schedule I hereto.

7. Bill of Sale between
Southeastern Pennsylvania Transportation Authority, as Grantor
841 Chestnut Street
Philadelphia, Pennsylvania 19107

and

Wilmington Trust Company, as Owner Trustee,
Purchaser
Rodney Square North
Wilmington, Delaware 19890
Dated: November 25, 1987
Wherein, Grantor transfers for valuable consideration, all right and title to the equipment listed in Schedule I hereto.

Very truly yours,



William A. Snedeker

REGISTRATION NO. 1 5388-E

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INTERSTATE COMMERCE COMMISSION BILL OF SALE

DATE 11/27/87
FEE \$ 11.00
DC Washington, D.C.

Southeastern Pennsylvania Transportation Authority, a body politic and corporate organized under the laws of the Commonwealth of Pennsylvania ("Grantor"), for good and valuable consideration, does hereby grant, bargain, sell, transfer and deliver unto Wilmington Trust Company ("Purchaser"), a Delaware banking institution, as Owner Trustee under a Trust Agreement dated as of November 1, 1987 with Ford Motor Credit Company as Owner Participant, its successors and assigns, all of its right, title and interest in the equipment described in Exhibit A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns, forever.

Grantor hereby warrants that it is the lawful owner of the Equipment and has good right to sell the same and that title to all such Equipment is free and clear of all claims, liens and encumbrances of any nature arising under Grantor or any other person other than the Owner-Trustee, and the undersigned will defend such title against the claims and demands of all other persons.

IN WITNESS WHEREOF, Grantor has caused this Bill of Sale to be executed by its fully authorized officer as of the 25th day of November, 1987.

SOUTHEASTERN PENNSYLVANIA
TRANSPORTATION AUTHORITY

By: James Archibald
Name: James A. Archibald

Title: Treasurer

