

MORGAN, LEWIS & BOCKIUS

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RECORDATION NO. 15388-H

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RECORDATION NO. 15388-E Filed 1425

DEC 23 1987 - 11 25 AM

DEC 23 1987 - 11 25 AM

INTERSTATE COMMERCE COMMISSION  
December 22, 1987

Ms. Noretta R. McGehee  
SECRETARY  
INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

15388-F Filed 1425

12-23-87  
30.00

DEC 23 1987 - 11 25 AM

Dear Secretary:

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

These documents are (i) a Lease Schedule, a secondary document, dated December 22, 1987; the primary document to which this is connected is recorded under Recordation No. 1 5388; (ii) an Indenture Supplement, a secondary document, dated December 22, 1987; the primary document to which this is connected is recorded under Recordation No. 1 5388-D and (iii) a Bill of Sale, a primary document, dated December 22, 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, PA 19107

Lender: Deutsche Credit Corporation  
2333 Waukegan Road  
Deerfield, Illinois 60015

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

Counterpart - Howard Handford

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Indenture

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

Vendor: Bombardier Inc.  
800 Dorchester Boulevard West  
Montreal, Quebec  
Canada H3B 1Y8

A description of the equivalent covered by the documents follows:

See Schedule I attached hereto.

A fee of thirty dollars (\$30.00) 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 this index follows:

1. Lease Schedule, between  
Wilmington Trust Company, as Owner Trustee  
Rodney Square North  
Wilmington, DE 19890  
  
and  
  
Southeastern Pennsylvania Transportation  
Authority, as Lessee  
841 Chestnut Street  
Philadelphia, PA 19107  
Dated: December 22, 1987 and covering the  
Equipment described in Schedule I attached hereto.
  
2. Indenture Supplement, by  
Wilmington Trust Company  
as Owner Trustee,  
Rodney Square North  
Wilmington, DE 19890  
Dated: December 22, 1987  
Wherein, the Owner Trustee grants to the Indenture  
Trustee a security interest in the Equipment  
described in Schedule I hereto

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3. Bill of Sale between  
Bombardier Inc.  
800 Dorchester Boulevard West  
Montreal, Quebec  
Canada H3B 1Y8

and

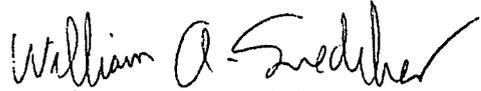
Wilmington Trust Company, as Owner Trustee,  
Purchaser

Rodney Square North  
Wilmington, DE 19890

Dated: December 22, 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-H  
FILED 1987

BILL OF SALE

DEC 23 1987 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Bombardier Inc., a Canadian corporation ("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 officers as of the 22th day of December, 1987.

BOMBARDIER INC.

By: Jean Rivard  
Name: Jean Rivard  
Title: Vice-President  
Legal Services

By: Gilles Bacon  
Name: Gilles Bacon  
Title: Vice-President  
Finance & Administration  
Mass Transit Division



FORD MOTOR/DEUTSCHE CREDIT/SEPTA

SCHEDULE A TO A LEASE SCHEDULE  
SEPTA/FORD/DCC  
FUNDING DATE DECEMBER 22, 1987

<u>EQUIPMENT DESCRIPTION</u>	<u>MANUFACTURER</u>	<u>MODEL NO.</u>	<u>VEHICLE IDENTIFICATION NO.</u>	<u>PURCHASE PRICE</u>
Commuter Railroad Locomotives	General Motors Electro-Motive Division	AEM-7	2301	\$ 3,936,571.43
			2302	3,936,571.43
			2303	3,936,571.43
			2304	3,936,571.43
			2305	3,936,571.43
			2306	3,936,571.43
			2307	3,936,571.43
			<hr/>	\$27,556,000.01
Commuter Railroad Cab Cars	Bombardier Inc.	JWC-II-C	2408	\$ 972,514.29
			2409	972,514.29
			2410	972,514.29
			<hr/>	\$ 2,917,542.37
			<hr/>	\$30,473,542.88
			<hr/>	\$1,898,180.08
Spare Parts				<hr/>
Total				<hr/> <hr/>



On this 22nd day of December, 1987, before me personally appeared Mr. Jean Rivard and Mr. Gilles Bacon, to me personally known, who, being by me duly sworn, say that they are Vice-President, Legal Services and Vice-President, Finance and Administration of the Mass Transit Division, respectively, of Bombardier Inc., that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

(Commissioner of Oath Seal)

*Ulexie P. [unclear] 86041*  
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Commissioner for Oaths

My Commission expires: November 7th, 1988