

RECORDATION NO. 21275 FILED

MAR 13 '98 12-20 PM

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RECORDATION NO. 21275-A B.C. FILED

MAR 13 '98 12-20 PM

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

March 13, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: New Jersey Transit Corporation  
(1998-SB-2)

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 Lease Agreement, dated as of March 13, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents, and two (2) copies of each of the following secondary documents related thereto: Memorandum of Sublease Agreement, Memorandum of Loan and Security Agreement and Memorandum of Leasehold Pledge Agreement.

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

Lease Agreement

Head Lessor: New Jersey Transit Corporation  
One Penn Plaza  
Newark, New Jersey 07105

Head Lessee: Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

*Handwritten signature: Vernon A. Williams*

Mr. Vernon A. Williams  
March 13, 1998  
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Sublease Agreement

Lessor: Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: New Jersey Transit Corporation  
One Penn Plaza  
Newark, New Jersey 07105

**B** → Loan and Security Agreement

Trustee: Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Secured Party: AIG-FP Funding (Cayman) Limited  
c/o Maples & Calder  
PO Box 309  
Grand Cayman, Cayman Islands BWI

**C** → Leasehold Pledge Agreement

Pledgor: New Jersey Transit Corporation  
One Penn Plaza  
Newark, New Jersey 07105

Pledgee: Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to the Memoranda.

Mr. Vernon A. Williams  
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Also enclosed is a check in the amount of \$96.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg  
Enclosures

**MEMORANDUM OF LEASEHOLD PLEDGE AGREEMENT (1998 - SB 2)** 12-20 PM

Memorandum of Leasehold Pledge Agreement (1998 - SB 2), made and entered into on March 13, 1998 by and between New Jersey Transit Corporation ("Pledgor"), and Wilmington Trust Company, not in its individual capacity, but solely as Trustee, ("Pledgee").

**WITNESSETH:**

The undersigned have entered into that certain Leasehold Pledge Agreement (1998 - SB 2) (the "Pledge Agreement"), dated March 13, 1998, whereby the Pledgor has agreed to pledge to the Pledgee as collateral security its leasehold in certain railroad equipment bearing serial numbers as listed on Exhibit A attached hereto in order to secure the Pledgor's performance of its obligations as described in said Pledge Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

**NEW JERSEY TRANSIT CORPORATION**

By \_\_\_\_\_  
Name:  
Title:

**WILMINGTON TRUST COMPANY,**  
not in its individual capacity, but solely as Trustee

By \_\_\_\_\_  
Name:  
Title:

NEW JERSEY TRANSIT CORPORATION

By M. Charles Wedel  
Name:  
Title:

STATE OF NEW JERSEY )

)

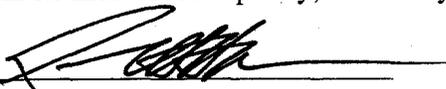
COUNTY OF ESSEX )

On this 10<sup>th</sup> day of March, 1998 before me personally appeared H. Charles Wedel, to me personally known, who being duly sworn, says that he is the Chief Financial Officer and Treasurer of New Jersey Transit Corporation, that said instrument was signed 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

PHYLLIS A. GUBBINO  
NOTARY PUBLIC OF NEW JERSEY  
My Comm. expires 12/31/2000

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as Trustee

By 

Name:

**EMMETT R. HARMON**

Title:

**VICE PRESIDENT**



## Exhibit A

### Sanwa Business Credit Corporation (1998-SB 2)

	<u>Car #</u>	<u>Equipment Description</u>
1.	#1305S	Arrow III multiple unit passengers rail cars
2.	#1316S	Arrow III multiple unit passengers rail cars
3.	#1318S	Arrow III multiple unit passengers rail cars
4.	#1320S	Arrow III multiple unit passengers rail cars
5.	#1324S	Arrow III multiple unit passengers rail cars
6.	#1325S	Arrow III multiple unit passengers rail cars
7.	#1327S	Arrow III multiple unit passengers rail cars
8.	#1330S	Arrow III multiple unit passengers rail cars
9.	#1333S	Arrow III multiple unit passengers rail cars
10.	#1304S	Arrow III multiple unit passengers rail cars
11.	#1306S	Arrow III multiple unit passengers rail cars
12.	#1310S	Arrow III multiple unit passengers rail cars
13.	#1319S	Arrow III multiple unit passengers rail cars
14.	#1321S	Arrow III multiple unit passengers rail cars
15.	#1322S	Arrow III multiple unit passengers rail cars
16.	#1323S	Arrow III multiple unit passengers rail cars
17.	#1326S	Arrow III multiple unit passengers rail cars
18.	#1328S	Arrow III multiple unit passengers rail cars
19.	#1329S	Arrow III multiple unit passengers rail cars
20.	#1332S	Arrow III multiple unit passengers rail cars