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RECORDATION NO. 20834-A,B,C,D,E,F,G,H,I,J,K FILED
AUG 25 '97 11-40AM

RECORDATION NO. 20834 FILED
AUG 25 '97 11-40AM

RECEIVED
SURFACE TRANSPORTATION BOARD
AUG 25 11 36 AM '97

August 25, 1997

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

Re: Massachusetts Bay Transportation Authority (1997-E-COM)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Agreement (1997-E), dated as of August 22, 1997, a primary document and two (2) copies each of the following secondary documents related thereto: Lease Supplement (1997-E)(AMF), dated August 22, 1997, Lease Supplement (1997-E)(Bombardier), dated as of August 22, 1997, Lease Supplement (1997-E)(Green Line), dated August 22, 1997, Lease Supplement (1997-E)(Red Line), dated August 22, 1997, Sublease Agreement, (1997-E)(AMF), dated as of August 22, 1997, Sublease Supplement (1997-E)(Bombardier), dated August 22, 1997, Sublease Supplement (1997-E)(Green Line), Sublease Supplement (1997-E)(Red Line), Sublease Supplement (1997-E), Equipment Pledge Agreement (1997-E), dated as of August 22, 1997 and Loan and Security Agreement (1997-E), dated as of August 22, 1997.

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

Lease Agreement (1997-E)
and
<u>Lease Supplements (1997-E)</u>

Head Lessor: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116

Head Lessee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Sublease Agreement (1997-E)
and
Sublease Supplements (1997-E)

Sublessor: Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19890

Sublessee: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116

Equipment Pledge Agreement (1997-E)

Pledgor: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116

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

Loan and Security Agreement (1997-E)

Borrower: Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19890

Lender: AMBAC Investments Inc.
One State Street Plaza
New York, New York 10004

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule 7 attached to each of the Lease Supplements.

Also enclosed is a check in the amount of $288.00 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,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 20834-I FILED

AUG 25 '97 11-40 AM

SUBLEASE SUPPLEMENT (1997-E-COM)
Red Line

THIS SUBLEASE SUPPLEMENT (1997-E-COM) dated August 22, 1997, between WILMINGTON TRUST COMPANY a national banking association, not in its individual capacity, but solely as Trustee, except as otherwise provided herein (the "Sublessor"), and MASSACHUSETTS BAY TRANSPORTATION AUTHORITY (the "Sublessee");

WHEREAS, the Sublessor and the Sublessee have heretofore entered into the Sublease Agreement, dated as of August 22, 1997 (the "Sublease"), which Sublease provides for the execution and delivery of Sublease Supplements in substantially the form hereof for the purpose of subleasing the Items of Equipment when delivered by the Sublessor to the Sublessee in accordance with the terms thereof. All of the terms and provisions of the Sublease are hereby incorporated by reference in this Sublease Supplement to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A to the Participation Agreement, and the rules of usage set forth therein shall apply thereto).

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Sublease, the Sublessor hereby delivers and subleases to the Sublessee, and the Sublessee hereby accepts and subleases from the Sublessor, under the Sublease as herein supplemented, the Items of Equipment described (both by car number and Equipment Value) in Exhibit F hereto. Attached as Exhibits A through E hereto is certain other information referenced in the Sublease.

To the extent, if any, that this Sublease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Sublease Supplement may be created through the transfer or possession of any counterpart other than the original counterpart containing the receipt therefor executed by the Lender on the signature page thereof.

THIS SUBLEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE WITHOUT REFERENCE TO ANY CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES WHICH MIGHT LEAD TO THE APPLICATION OF THE LAWS OF ANY OTHER JURISDICTION.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Sublessor and the Sublessee have each caused this Sublease Supplement to be duly executed by its authorized officer on the day and year first above written.

SUBLESSOR:

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

By:_____
Name: James A. Lawler
Title: V.P.

SUBLESSEE:

MASSACHUSETTS BAY TRANSPORTATION AUTHORITY

By:_____
Name: Jonathan R. Davis
Title: CFO

CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS SUBLEASE SUPPLEMENT HAVE BEEN ASSIGNED TO AND ARE SUBJECT TO A FIRST PRIORITY SECURITY INTEREST IN FAVOR OF THE UNDERSIGNED, AS THE LENDER UNDER THE LOAN AGREEMENT (1997-E-COM) DATED AS OF AUGUST 22, 1997. THIS AGREEMENT HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE UNDERSIGNED, ON THE PAGE FOLLOWING THE SIGNATURE PAGES THEREOF. SEE SECTION 22(b) OF THE SUBLEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Receipt of this original counterpart of the foregoing Sublease Supplement is hereby acknowledged on this 22nd day of August, 1997.

AMBAC INVESTMENTS INC.

By: _____

Name: David Weissman

Title: First V.P.

Exhibit A
to
Sublease

Basic Rent

(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Payment Date	Allocated Basic Rent: Advance Basic Rent	Allocated Basic Rent: Arrears Basic Rent	Allocated Basic Rent: Total Basic Rent	Basic Rent Payments
Aug 22 1997	0	0	0	0
Jan 1 1998	0	2.79115346	2.79115346	0
Jul 1 1998	0	7.78926547	7.78926547	0
Jan 1 1999	0	0	0	0
Jul 1 1999	0	0	0	0
Jan 1 2000	0	7.78926547	7.78926547	0
Jul 1 2000	0	8.09939363	8.09939363	0
Jan 1 2001	0	0	0	0
Jul 1 2001	0	0	0	0
Jan 1 2002	0	7.78926547	7.78926547	7.78926547
Jul 1 2002	0	0	0	0
Jan 1 2003	0	7.78926547	7.78926547	7.78926547
Jul 1 2003	0	0	0	0
Jan 1 2004	0	7.78926547	7.78926547	7.78926547
Jul 1 2004	0	0	0	0
Jan 1 2005	0	7.78926547	7.78926547	7.78926547
Jul 1 2005	0	0.16712665	0.16712665	0.16712665
Jan 1 2006	0	9.3530867	9.3530867	9.3530867
Jul 1 2006	0	0.25938196	0.25938196	0.25938196
Jan 1 2007	9.14700699	9.26083139	18.40783838	18.40783837
Jul 1 2007	0	0.37320636	0.37320636	0.37320636
Jan 1 2008	9.16005302	0	9.16005302	9.16005302
Jul 1 2008	0	0.36016033	0.36016033	0.36016033
Jan 1 2009	8.9988849	0	8.9988849	8.9988849
Jul 1 2009	0	0.52132845	0.52132845	0.52132845
Jan 1 2010	9.02938362	0	9.02938362	9.02938362
Jul 1 2010	0	0.49082973	0.49082973	0.49082973
Jan 1 2011	9.2126313	0	9.2126313	9.2126313
Jul 1 2011	0	0.30758205	0.30758205	0.30758205
Jan 1 2012	0	0	0	26.46907802
	45.54795983	78.71967353	124.2676334	124.2676333

Basic Term Expiration Date: Jan 1 2012

Exhibit B
to
Sublease

Renewal Rent

(As a percentage of Equipment Value of each item of Equipment)
ABB Equipment

Payment Date	Allocated Renewal Rent: Advance Renewal Rent	Allocated Renewal Rent: Arrears Renewal Rent	Allocated Renewal Rent: Total Renewal Rent	Renewal Rent Payments
Jan 1 2012	14.886975	0	14.886975	14.886975
Jul 1 2012	0	0	0	0
Jan 1 2013	14.886975	0	14.886975	14.886975
Jul 1 2013	0	0	0	0
Jan 1 2014	14.886975	0	14.886975	14.886975
Jul 1 2014	0	0	0	0
Jan 1 2015	14.886975	0	14.886975	14.886975
Jul 1 2015	0	0	0	0
Jan 1 2016	14.886975	0	14.886975	14.886975
Jul 1 2016	0	0	0	0
Jan 1 2017	14.886975	0	14.886975	14.886975
Jul 1 2017	0	0	0	0
Jan 1 2018	14.886975	0	14.886975	14.886975
Jul 1 2018	0	0	0	0
Jan 1 2019	14.886975	0	14.886975	14.886975
Jul 1 2019	0	0	0	0
Jan 1 2020	14.886975	0	14.886975	14.886975
Jul 1 2020	0	0	0	0
Jan 1 2021	14.886975	0	14.886975	14.886975
Jul 1 2021	0	0	0	0
Jan 1 2022	14.886975	0	14.886975	14.886975
Jul 1 2022	0	0	0	0
Jan 1 2023	14.886975	0	14.886975	14.886975
Jul 1 2023	0	0	0	0
Jan 1 2024	14.886975	0	14.886975	14.886975
Jul 1 2024	0	0	0	0
Jan 1 2025	2.10898813	0	2.10898813	2.10898813
Feb 22 2025	0	0	0	0
	195.6396631	0	195.6396631	195.6396631

08/21/97 14:25 P.003/022 IKINITY ADVISORS INC 415 654 6555

Exhibit C
to
Sublease

Stipulated Loss Value

(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Stipulated Loss Value Determination Date	Stipulated Loss Value
Aug 22 1997	84.27904174
Jan 1 1998	87.58925508
Jul 1 1998	89.78605022
Jan 1 1999	94.36196029
Jul 1 1999	98.67574493
Jan 1 2000	99.45503241
Jul 1 2000	99.54002946
Jan 1 2001	102.4519785
Jul 1 2001	105.1969319
Jan 1 2002	100.2631057
Jul 1 2002	102.9219063
Jan 1 2003	97.89853518
Jul 1 2003	100.464265
Jan 1 2004	95.34415831
Jul 1 2004	97.80934352
Jan 1 2005	92.58473325
Jul 1 2005	94.77482127
Jan 1 2006	87.87624732
Jul 1 2006	89.80678909
Jan 1 2007	82.82437632
Jul 1 2007	74.95213168
Jan 1 2008	76.66694954
Jul 1 2008	68.57925349
Jan 1 2009	70.07009197
Jul 1 2009	61.75913459
Jan 1 2010	63.00686577
Jul 1 2010	54.44097076
Jan 1 2011	55.42431788
Jul 1 2011	46.57513954
Jan 1 2012	47.27716428
Jul 1 2012	32.5227604
Jan 1 2013	32.67238881
Jul 1 2013	17.37831601
Jan 1 2014	17.02179691
Jul 1 2014	1.1744096
Jan 1 2015	0.24379656

Exhibit C
to
Sublease

Stipulated Loss Value

(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Stipulated Loss Value Determination Date	Stipulated Loss Value
Jul 1 2015	0
and thereafter through	
Feb 22 2025	0

Exhibit D
to
Sublease

Termination Value

(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Termination Value Determination Date	Termination Value
Aug 22 1997	84.27904174
Jan 1 1998	87.58925508
Jul 1 1998	89.78605022
Jan 1 1999	94.36196029
Jul 1 1999	98.67574493
Jan 1 2000	99.45503241
Jul 1 2000	99.54002946
Jan 1 2001	102.4519785
Jul 1 2001	105.1969319
Jan 1 2002	100.2631057
Jul 1 2002	102.9219063
Jan 1 2003	97.89853518
Jul 1 2003	100.464265
Jan 1 2004	95.34415831
Jul 1 2004	97.80934352
Jan 1 2005	92.58473325
Jul 1 2005	94.77482127
Jan 1 2006	87.87624732
Jul 1 2006	89.80678909
Jan 1 2007	82.82437632
Jul 1 2007	74.95213168
Jan 1 2008	76.66694954
Jul 1 2008	68.57925349
Jan 1 2009	70.07009197
Jul 1 2009	61.75913459
Jan 1 2010	63.00686577
Jul 1 2010	54.44097076
Jan 1 2011	55.42431788
Jul 1 2011	46.57513954
Jan 1 2012	47.27716428
Jul 1 2012	32.5227604
Jan 1 2013	32.67238881
Jul 1 2013	17.37831601
Jan 1 2014	17.02179691
Jul 1 2014	1.1744096
Jan 1 2015	0.24379656

Exhibit D
to
Sublease

Termination Value

(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Termination Value Determination Date	Termination Value
Jul 1 2015	0
and thereafter through Feb 22 2025	0

Exhibit E
to
Sublease

Agreed Purchase Option Price

(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Agreed Purchase Option Price Payment Date	Agreed Purchase Option Price Payment Amount
Jan 1 2012	17.17091361
Apr 15 2012	7.52656268
Jun 15 2012	7.52656268
Sep 15 2012	7.52656268
Dec 15 2012	7.52656268
	47.27716433

EXHIBIT F

DESCRIPTION OF THE ITEMS OF EQUIPMENT

EQUIPMENT LOT - RED LINE

NUMBER 3 RED LINE CARS

Number 3 Red Line Rapid Transit (Heavy Rail) Cars bearing the identification numbers listed below:

Car Number

1844-1845
1848-1849
1832-1833
1836-1837

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 22nd day of August, 1997 before me personally appeared Jonathan R. Davis to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer of The Massachusettes Bay Transportation Authority, a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregong instrument was the free act and deed of said corporation.

Robert M. Vilter

Robert M. Vilter

My commission expires 2/14/98

Notary Public, State of New
No. 02VI5023698
Qualified in New York
Commission Expires

ROBERT M. VILTER
Notary Public, State of New York
No. 02VI5023698
Qualified in New York County
Commission Expires Feb. 14, 1998

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 22nd day of August, 1997 before me personally appeared James P. Lawler to me personally known, who being by me duly sworn, says that he is the Vice President of Wilmington Trust Company, a Delaware banking corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregong instrument was the free act and deed of said corporation.

Robert M. Vilter

Robert M. Vilter

My commission expires February 14, 1998

ROBERT M. VILTER
Notary Public, State of New York
No. 02VI5023698
Qualified in New York County
Commission Expires Feb. 14, 19____