

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 20834 FILED

AUG 25 '97

11-40 AM

OF COUNSEL
URBAN A. LESTER

August 25, 1997

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

RECORDATION NO. 20834 FILED

AUG 25 '97

11-40 AM

AUG 25 11 36 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

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

C → Lease Supplements (1997-E)

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

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

Mr. Vernon A. Williams
August 25, 1997
Page 2

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.

Mr. Vernon A. Williams
August 25, 1997
Page 3

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

LEASE SUPPLEMENT (1997-E-COM) AUG 25 '97 11-40 AM
Green Line

THIS LEASE SUPPLEMENT (1997-E-COM) dated August 22, 1997 between MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, having its principal office at 10 Park Plaza, Boston, Massachusetts, 02116-3974 as Head Lessor, and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Trustee, having its principal place of business at Wilmington, Delaware, as Head Lessee;

WHEREAS, the Head Lessor and the Head Lessee have heretofore entered into the Lease Agreement, dated as of August 22, 1997 (the "Lease"), which Lease provides for the execution and delivery of Lease Supplements in substantially the form hereof for the purpose of leasing the Items of Equipment when delivered by the Head Lessor to the Head Lessee in accordance with the terms thereof. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease 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 Lease, the Head Lessor hereby delivers and leases to the Head Lessee, and the Head Lessee hereby accepts and leases from the Head Lessor, under the Lease as herein supplemented, the Items of Equipment described (both by serial number and Equipment Value) in Schedule 7 hereto. Attached as Schedules 1 through 6 hereto is certain other information referenced in the Lease.

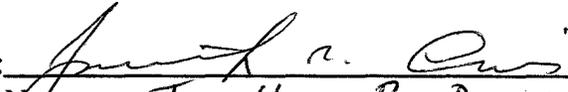
THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE WITHOUT REFERENCE TO ANY CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES WHICH MIGHT LEAD TO THE APPLICATION OF THE LAWS OF ANY OTHER JURISDICTION.

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IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

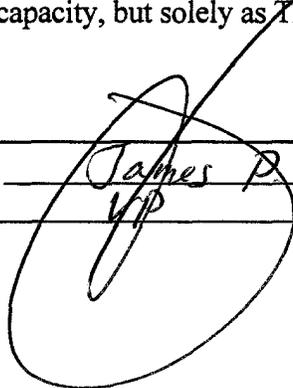
Head Lessor:

MASSACHUSETTS BAY TRANSPORTATION
AUTHORITY

By: 
Name: Jonathan R. Davis
Title: CFO

HEAD LESSEE:

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

By: 
Name: James P. Lawler
Title: VP

Schedule 1

to

Head Lease**Basic Lease Rent Allocation**(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

<u>Date</u>	Basic Lease Rent Allocation (in arrears)	Allocation to:	
		Advance Head Lease Rent Payment	Deferred Head Lease Rent Payment
Aug 22 1997	0	0	0
Jan 1 1998	9.36387108	9.36387108	0
Jul 1 1998	0	0	0
Jan 1 1999	26.13173325	26.13173325	0
Jul 1 1999	0	0	0
Jan 1 2000	26.13173325	26.13173325	0
Jul 1 2000	0	0	0
Jan 1 2001	26.13173325	18.84947211	7.28226114
Jul 1 2001	0	0	0
Jan 1 2002	26.13173325	0	26.13173325
Jul 1 2002	0	0	0
Jan 1 2003	26.13173325	0	26.13173325
Jul 1 2003	0	0	0
Jan 1 2004	26.13173325	0	26.13173325
Jul 1 2004	0	0	0
Jan 1 2005	26.13173325	0	26.13173325
Jul 1 2005	0	0	0
Jan 1 2006	26.13173325	0	26.13173325
Jul 1 2006	26.13173325	0	26.13173325
Jan 1 2007	0	0	0
Jul 1 2007	26.13173325	0	26.13173325
Jan 1 2008	0	0	0
Jul 1 2008	26.13173325	0	26.13173325
Jan 1 2009	0	0	0
Jul 1 2009	0	0	0
Jan 1 2010	26.13173325	0	26.13173325
Jul 1 2010	0	0	0
Jan 1 2011	26.13173325	0	26.13173325
Jul 1 2011	26.13173325	0	26.13173325
Jan 1 2012	0	0	0
Jul 1 2012	26.13173325	0	26.13173325
Jan 1 2013	0	0	0
Jul 1 2013	26.13173325	0	26.13173325
Jan 1 2014	0	0	0
Jul 1 2014	26.13173325	0	26.13173325

Schedule 1
to
Head Lease

Basic Lease Rent Allocation

(As a percentage of Equipment Value of each item of Equipment)
No. 7 Greenline Railcars

<u>Date</u>	Basic Lease Rent Allocation (in arrears)	Allocation to:	
		<u>Advance Head Lease Rent Payment</u>	<u>Deferred Head Lease Rent Payment</u>
Jan 1 2015	0	0	0
Jul 1 2015	23.53835669	0	23.53835669
Jan 1 2016	0	0	0
Jul 1 2016	0	0	0
Jan 1 2017	21.38050902	0	21.38050902
Jul 1 2017	21.38050902	0	21.38050902
Jan 1 2018	0	0	0
Jul 1 2018	0	0	0
Jan 1 2019	21.38050902	0	21.38050902
Jul 1 2019	0	0	0
Jan 1 2020	21.38050902	0	21.38050902
Jul 1 2020	21.38050902	0	21.38050902
Jan 1 2021	0	0	0
Jul 1 2021	21.38050902	0	21.38050902
Jan 1 2022	0	0	0
Jul 1 2022	21.38050902	0	21.38050902
Jan 1 2023	0	0	0
Jul 1 2023	0	0	0
Jan 1 2024	21.38050902	0	21.38050902
Jul 1 2024	0	0	0
Jan 1 2025	21.38050902	0	21.38050902
Jul 1 2025	0	0	0
Jan 1 2026	21.38050902	0	21.38050902
Feb 22 2026	0	0	0
Jul 1 2026	0	0	0
Jan 1 2027	21.38050902	0	21.38050902
Jul 1 2027	21.38050902	0	21.38050902
Jan 1 2028	0	0	0
Jul 1 2028	0	0	0
Jan 1 2029	21.38050902	0	21.38050902
Jul 1 2029	21.38050902	0	21.38050902
Jan 1 2030	0	0	0
Jul 1 2030	0	0	0
Jan 1 2031	21.38050902	0	21.38050902
Jul 1 2031	0	0	0

Schedule 1
to
Head Lease

Basic Lease Rent Allocation

(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

<u>Date</u>	Basic Lease Rent Allocation (in arrears)	Allocation to:	
		<u>Advance Head Lease Rent Payment</u>	<u>Deferred Head Lease Rent Payment</u>
Jan 1 2032	21.38050902	0	21.38050902
Jul 1 2032	0	0	0
Jan 1 2033	21.38050902	0	21.38050902
Apr 7 2033	5.70146907	0	5.70146907
Oct 7 2033	0	0	0
Apr 7 2034	0	0	0
Oct 7 2034	0	0	0
Apr 7 2035	0	0	0
Oct 7 2035	0	0	0
Apr 7 2036	0	0	0
Oct 7 2036	0	0	0
Apr 7 2037	0	0	0
Oct 7 2037	0	0	0
Apr 7 2038	0	0	0
	<u>346.3118154</u>	<u>80.47680969</u>	<u>765.8350057</u>

Schedule 2
to
Head Lease

Basic Lease Rent Payments/Head Lease Expiration Date
(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

Advance Head Lease
Rent Payment: 80.4768097

Advance Head Lease
Rent Payment Date: Aug 22 1997

Deferred Head Lease
Rent Payment: 765.8350058

Deferred Head Lease
Rent Payment Date: Apr 7 2038

Head Lease
Expiration Date: Apr 7 2033

Schedule 3
to
Head Lease

Head Lease Stipulated Loss Value
(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

Head Lease Stipulated Loss Value Determination Date	Head Lease Stipulated Loss Value
Aug 22 1997	14.5231903
Jan 1 1998	15.04360462
Jul 1 1998	15.79578485
Jan 1 1999	16.5855741
Jul 1 1999	17.4148528
Jan 1 2000	18.28559544
Jul 1 2000	19.19987521
Jan 1 2001	20.15986897
Jul 1 2001	21.16786242
Jan 1 2002	22.22625554
Jul 1 2002	23.33756832
Jan 1 2003	24.50444674
Jul 1 2003	25.72966907
Jan 1 2004	27.01615253
Jul 1 2004	28.36696015
Jan 1 2005	29.78530816
Jul 1 2005	31.27457357
Jan 1 2006	32.83830225
Jul 1 2006	34.48021736
Jan 1 2007	36.20422823
Jul 1 2007	38.01443964
Jan 1 2008	39.91516162
Jul 1 2008	41.9109197
Jan 1 2009	44.00646569
Jul 1 2009	46.20678897
Jan 1 2010	48.51712842
Jul 1 2010	50.94298484
Jan 1 2011	53.49013408
Jul 1 2011	56.16464078
Jan 1 2012	58.97287282
Jul 1 2012	61.92151647
Jan 1 2013	65.01759229
Jul 1 2013	68.2684719
Jan 1 2014	71.6818955
Jul 1 2014	75.26599027

Schedule 3

to

Head Lease**Head Lease Stipulated Loss Value**

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

No. 7 Greenline Railcars

Head Lease Stipulated Loss Value Determination Date	Head Lease Stipulated Loss Value
Jan 1 2015	79.02928979
Jul 1 2015	92.98075428
Jan 1 2016	87.12979199
Jul 1 2016	91.48628159
Jan 1 2017	96.06059567
Jul 1 2017	100.8636255
Jan 1 2018	105.9068067
Jul 1 2018	111.2021471
Jan 1 2019	116.7622544
Jul 1 2019	122.6003671
Jan 1 2020	128.7303855
Jul 1 2020	135.1669048
Jan 1 2021	141.92525
Jul 1 2021	149.0215125
Jan 1 2022	156.4725881
Jul 1 2022	164.2962175
Jan 1 2023	172.5110284
Jul 1 2023	181.1365798
Jan 1 2024	190.1934088
Jul 1 2024	199.7030793
Jan 1 2025	209.6882332
Jul 1 2025	220.1726449
Jan 1 2026	231.1812771
Jul 1 2026	242.8576976
Jan 1 2027	255.0005825
Jul 1 2027	267.7506116
Jan 1 2028	281.1381422
Jul 1 2028	295.1950493
Jan 1 2029	309.9548018
Jul 1 2029	325.4525418
Jan 1 2030	341.7251689
Jul 1 2030	358.8114274
Jan 1 2031	376.7519988
Jul 1 2031	395.5895987
Jan 1 2032	415.3690786

Schedule 3
to
Head Lease

Head Lease Stipulated Loss Value
(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

Head Lease Stipulated Loss Value Determination Date	Head Lease Stipulated Loss Value
Jul 1 2032	436.1375326
Jan 1 2033	457.9444092
Jul 1 2033	480.8416296
Jan 1 2034	504.8837111
Jul 1 2034	530.1278967
Jan 1 2035	556.6342915
Jul 1 2035	584.4660061
Jan 1 2036	613.6893064
Jul 1 2036	644.3737717
Jan 1 2037	676.5924603
Jul 1 2037	710.4220833
Jan 1 2038	745.9431875
Apr 7 2038	765.8350058

Schedule 4
to
Head Lease

Minimum Funding Amounts

(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

<u>Payment Date</u>	<u>Minimum Funding Amount</u>	<u>Head Lease Collateral Account Balance</u>
Jan 1 2012	15.183375	15.183375
Jul 1 2012	0	15.82866844
Jan 1 2013	13.17085373	29.67224058
Jul 1 2013	0	30.9333108
Jan 1 2014	12.40427398	44.65225049
Jul 1 2014	0	46.54997114
Jan 1 2015	12.2565423	60.78488722
Jul 1 2015	0	63.36824492
Jan 1 2016	12.02335613	78.08475146
Jul 1 2016	0	81.4033534
Jan 1 2017	12.67962967	97.54262558
Jul 1 2017	0	101.6881872
Jan 1 2018	11.67235843	117.5822936
Jul 1 2018	0	122.683791
Jan 1 2019	11.57124562	139.4690978
Jul 1 2019	0	145.3965344
Jan 1 2020	11.47077064	163.0463578
Jul 1 2020	0	169.9761407
Jan 1 2021	4.62846874	181.8285955
Jul 1 2021	0	189.5563108
Jan 1 2022	0	197.612454
Jul 1 2022	0	206.0109833
Jan 1 2023	0	214.7664501
Jul 1 2023	0	223.8940242
Jan 1 2024	0	233.4095202
Jul 1 2024	0	243.3294248
Jan 1 2025	0	253.6709254
Jul 1 2025	0	264.4519397
Jan 1 2026	0	275.6911471
Feb 22 2026	0	279.010928
Jul 1 2026	0	287.5091359
Jan 1 2027	0	299.7282742
Jul 1 2027	0	312.4667258
Jan 1 2028	0	325.7465617
Jul 1 2028	0	339.5907905
Jan 1 2029	0	354.0233991

Schedule 4
to
Head Lease

Minimum Funding Amounts

(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

<u>Payment Date</u>	<u>Minimum Funding Amount</u>	<u>Head Lease Collateral Account Balance</u>
Jul 1 2029	0	369.0693936
Jan 1 2030	0	384.7548428
Jul 1 2030	0	401.1069236
Jan 1 2031	0	418.1539679
Jul 1 2031	0	435.9255115
Jan 1 2032	0	454.4523458
Jul 1 2032	0	473.7665705
Jan 1 2033	0	493.9016497
Apr 7 2033	0	505.0967538
Oct 7 2033	0	526.5633658
Apr 7 2034	0	548.9423088
Oct 7 2034	0	572.272357
Apr 7 2035	0	596.5939321
Oct 7 2035	0	621.9491743
Apr 7 2036	0	648.3820142
Oct 7 2036	0	675.9382498
Apr 7 2037	0	704.6656254
Oct 7 2037	0	734.6139145
Apr 7 2038	0	765.8350058

Schedule 5
to
Head Lease

Debt Service Payments/Debt Repayment Amounts
(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

<u>Payment Date</u>	<u>Debt Service Amounts</u>	<u>Debt Repayment Amounts</u>
Jan 1 2012	22.30869063	23.23258497
Jul 1 2012	0	24.16188836
Jan 1 2013	0	25.1283639
Jul 1 2013	0	26.13349845
Jan 1 2014	0	27.17883839
Jul 1 2014	0	28.26599193
Jan 1 2015	0	29.39663161
Jul 1 2015	0	30.57249687
Jan 1 2016	0	31.79539674
Jul 1 2016	0	33.06721261
Jan 1 2017	0	34.38990112
Jul 1 2017	0	35.76549716
Jan 1 2018	0	37.19611705
Jul 1 2018	0	38.68396173
Jan 1 2019	0	40.2313202
Jul 1 2019	0	41.84057301
Jan 1 2020	0	43.51419593
Jul 1 2020	0	45.25476377
Jan 1 2021	6.74594343	40.31901088
Jul 1 2021	0	41.93177132
Jan 1 2022	12.23865963	31.37038254
Jul 1 2022	0	32.62519784
Jan 1 2023	11.08420621	22.84599955
Jul 1 2023	0	23.75983953
Jan 1 2024	11.01594619	13.69428692
Jul 1 2024	0	14.2420584
Jan 1 2025	13.65653067	1.15521007
Jul 1 2025	0	1.20141847
Jan 1 2026	1.24947521	0
Feb 22 2026	0	0

Schedule 6
to
Head Lease

Equity Service/Equity Repayment Amounts
(As a percentage of Equipment Value of each Item of Equipment)
No. 7 Greenline Railcars

Payment Date	Equity Service Amounts	Equity Repayment Amounts
Jan 1 2012	2.02918588	32.81757336
Jul 1 2012	0	30.78838749
Jan 1 2013	2.01252127	30.80209097
Jul 1 2013	0	28.7895697
Jan 1 2014	2.77910102	28.86150512
Jul 1 2014	0	26.0824041
Jan 1 2015	2.9268327	26.1560574
Jul 1 2015	0	23.22922471
Jan 1 2016	3.16001887	23.30897228
Jul 1 2016	0	20.14895341
Jan 1 2017	2.50374533	20.23482061
Jul 1 2017	0	17.74861268
Jan 1 2018	3.51101657	17.94810616
Jul 1 2018	0	14.45513621
Jan 1 2019	3.61212938	14.66042225
Jul 1 2019	0	11.06684602
Jan 1 2020	3.71260436	11.27789385
Jul 1 2020	0	7.58434435
Jan 1 2021	3.80896283	7.80109931
Jul 1 2021	0	4.01162198
Jan 1 2022	2.94471537	4.23327544
Jul 1 2022	0	1.36936671
Jan 1 2023	4.09916879	1.72611734
Jul 1 2023	0	0
Jan 1 2024	4.16742881	0
Jul 1 2024	0	0
Jan 1 2025	1.52684433	0
Jul 1 2025	0	0
Jan 1 2026	0.90150291	0
Feb 22 2026	0	0

SCHEDULE 7

DESCRIPTION OF THE ITEMS OF EQUIPMENT
EQUIPMENT LOT - GREEN LINE

NUMBER 7 GREEN LINE CARS

Number 7 Green Line Rapid Transit (Light Rail)
Cars bearing the identification numbers listed below:

Car Number

3700-3701
3702-3703
3704-3705
3706-3707
3708-3709
3710-3711
3712-3713
3714-3715

com 3

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

ROBERT M. VILTER
Notary Public, State of New York
No. 02V15023698
Qualified in New York County 98
Commission Expires Feb. 14, 1998

