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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

D → 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
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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
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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)
Red Line

AUG 25 '97

11-40 AM

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.

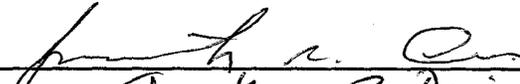
THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE WITHOUT REFERENCE TO ANY CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES WHICH MIGHT LEAD TO THE APPLICATION OF THE LAWS OF ANY OTHER JURISDICTION.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.

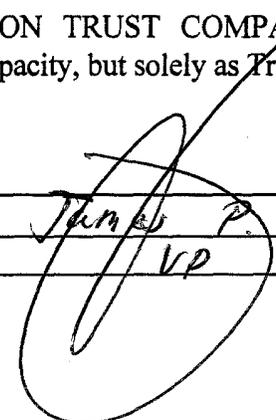
Head Lessor:

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. Lawton
Title: VP

Schedule 1
to
Head Lease

Basic Lease Rent Allocation
(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Date	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	8.60499139	8.60499139	0
Jul 1 1998	24.01392945	24.01392945	0
Jan 1 1999	0	0	0
Jul 1 1999	0	0	0
Jan 1 2000	24.01392945	24.01392945	0
Jul 1 2000	24.01392945	24.01392945	0
Jan 1 2001	0	0	0
Jul 1 2001	0	0	0
Jan 1 2002	24.01392945	0	24.01392945
Jul 1 2002	0	0	0
Jan 1 2003	24.01392945	0	24.01392945
Jul 1 2003	0	0	0
Jan 1 2004	24.01392945	0	24.01392945
Jul 1 2004	0	0	0
Jan 1 2005	24.01392945	0	24.01392945
Jul 1 2005	0	0	0
Jan 1 2006	24.01392945	0	24.01392945
Jul 1 2006	0	0	0
Jan 1 2007	24.01392945	0	24.01392945
Jul 1 2007	0	0	0
Jan 1 2008	24.01392945	0	24.01392945
Jul 1 2008	0	0	0
Jan 1 2009	24.01392945	0	24.01392945
Jul 1 2009	24.01392945	0	24.01392945
Jan 1 2010	0	0	0
Jul 1 2010	24.01392945	0	24.01392945
Jan 1 2011	0	0	0
Jul 1 2011	24.01392945	0	24.01392945
Jan 1 2012	0	0	0
Jul 1 2012	0	0	0
Jan 1 2013	24.01392945	0	24.01392945
Jul 1 2013	0	0	0
Jan 1 2014	24.01392945	0	24.01392945
Jul 1 2014	0	0	0

Schedule 1
to
Head Lease

Basic Lease Rent Allocation

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

Date	Basic Lease Rent Allocation (in arrears)	Allocation to:	
		Advance Head Lease Rent Payment	Deferred Head Lease Rent Payment
Jan 1 2015	23.26804225	0	23.26804225
Jul 1 2015	19.64776046	0	19.64776046
Jan 1 2016	0	0	0
Jul 1 2016	0	0	0
Jan 1 2017	19.64776046	0	19.64776046
Jul 1 2017	0	0	0
Jan 1 2018	19.64776046	0	19.64776046
Jul 1 2018	0	0	0
Jan 1 2019	19.64776046	0	19.64776046
Jul 1 2019	0	0	0
Jan 1 2020	19.64776046	0	19.64776046
Jul 1 2020	0	0	0
Jan 1 2021	19.64776046	0	19.64776046
Jul 1 2021	0	0	0
Jan 1 2022	19.64776046	0	19.64776046
Jul 1 2022	0	0	0
Jan 1 2023	19.64776046	0	19.64776046
Jul 1 2023	0	0	0
Jan 1 2024	19.64776046	0	19.64776046
Jul 1 2024	0	0	0
Jan 1 2025	19.64776046	0	19.64776046
Feb 22 2025	0	0	0
Jul 1 2025	0	0	0
Jan 1 2026	19.64776046	0	19.64776046
Jul 1 2026	0	0	0
Jan 1 2027	19.64776046	0	19.64776046
Jul 1 2027	0	0	0
Jan 1 2028	19.64776046	0	19.64776046
Jul 1 2028	0	0	0
Jan 1 2029	19.64776046	0	19.64776046
Jul 1 2029	19.64776046	0	19.64776046
Jan 1 2030	0	0	0
Jul 1 2030	19.64776046	0	19.64776046
Jan 1 2031	0	0	0
Jul 1 2031	19.64776046	0	19.64776046

Schedule 1
to
Head Lease

Basic Lease Rent Allocation
(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

<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	0	0	0
Jan 7 2032	0.32746267	0	0.32746267
Jul 7 2032	0	0	0
Jan 7 2033	0	0	0
Jul 7 2033	0	0	0
Jan 7 2034	0	0	0
Jul 7 2034	0	0	0
Jan 7 2035	0	0	0
Jul 7 2035	0	0	0
Jan 7 2036	0	0	0
Jul 7 2036	0	0	0
Jan 7 2037	0	0	0
	<u>750.4352953</u>	<u>80.64677974</u>	<u>669.7885156</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)
ABB Equipment

Advance Head Lease
Rent Payment: 80.64677974

Advance Head Lease
Rent Payment Date: Aug 22 1997

Deferred Head Lease
Rent Payment: 669.7885156

Deferred Head Lease
Rent Payment Date: Jan 7 2037

Head Lease
Expiration Date: Jan 7 2032

Schedule 3
to
Head Lease

Head Lease Stipulated Loss Value
(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Head Lease Stipulated Loss Value Determination Date	Head Lease Stipulated Loss Value
Aug 22 1997	14.35322026
Jan 1 1998	14.86754398
Jul 1 1998	15.61092118
Jan 1 1999	16.39146724
Jul 1 1999	17.2110406
Jan 1 2000	18.07159263
Jul 1 2000	18.97517227
Jan 1 2001	19.92393088
Jul 1 2001	20.92012742
Jan 1 2002	21.96613379
Jul 1 2002	23.06444048
Jan 1 2003	24.21766251
Jul 1 2003	25.42854563
Jan 1 2004	26.69997291
Jul 1 2004	28.03497156
Jan 1 2005	29.43672014
Jul 1 2005	30.90855615
Jan 1 2006	32.45398395
Jul 1 2006	34.07668315
Jan 1 2007	35.78051731
Jul 1 2007	37.56954317
Jan 1 2008	39.44802033
Jul 1 2008	41.42042135
Jan 1 2009	43.49144242
Jul 1 2009	45.66601454
Jan 1 2010	47.94931526
Jul 1 2010	50.34678103
Jan 1 2011	52.86412008
Jul 1 2011	55.50732608
Jan 1 2012	58.28269239
Jul 1 2012	61.196827
Jan 1 2013	64.25666836
Jul 1 2013	67.46950177
Jan 1 2014	70.84297686
Jul 1 2014	74.3851257

Schedule 3
to
Head Lease

Head Lease Stipulated Loss Value
(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Head Lease Stipulated Loss Value Determination <u>Date</u>	Head Lease Stipulated Loss Value
Jan 1 2015	78.10438199
Jul 1 2015	82.00960109
Jan 1 2016	86.11008114
Jul 1 2016	90.4155852
Jan 1 2017	94.93636446
Jul 1 2017	99.68318268
Jan 1 2018	104.6673418
Jul 1 2018	109.9007089
Jan 1 2019	115.3957444
Jul 1 2019	121.1655316
Jan 1 2020	127.2238082
Jul 1 2020	133.5849986
Jan 1 2021	140.2642485
Jul 1 2021	147.2774609
Jan 1 2022	154.641334
Jul 1 2022	162.3734007
Jan 1 2023	170.4920707
Jul 1 2023	179.0166742
Jan 1 2024	187.9675079
Jul 1 2024	197.3658833
Jan 1 2025	207.2341775
Jul 1 2025	217.7010865
Jan 1 2026	228.5861408
Jul 1 2026	240.0154479
Jan 1 2027	252.0162203
Jul 1 2027	264.6170313
Jan 1 2028	277.8478828
Jul 1 2028	291.740277
Jan 1 2029	306.3272908
Jul 1 2029	321.6436554
Jan 1 2030	337.7258381
Jul 1 2030	354.61213
Jan 1 2031	372.3427365
Jul 1 2031	390.9598734
Jan 1 2032	410.507867

Schedule 3
to
Head Lease

Head Lease Stipulated Loss Value
(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Head Lease Stipulated Loss Value Determination Date	Head Lease Stipulated Loss Value
Jul 1 2032	431.0332604
Jan 1 2033	452.5849234
Jul 1 2033	475.2141696
Jan 1 2034	498.9748781
Jul 1 2034	523.923622
Jan 1 2035	550.1198031
Jul 1 2035	577.6257932
Jan 1 2036	606.5070829
Jul 1 2036	636.832437
Jan 1 2037	668.6740589
Jan 7 2037	669.7885156

Schedule 4
to
Head Lease

Minimum Funding Amounts
(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

<u>Payment Date</u>	<u>Mimumum Funding Amount</u>	<u>Head Lease Collateral Account Balance</u>
Jan 1 2012	14.886975	14.886975
Jul 1 2012	0	15.51967144
Jan 1 2013	12.87512374	29.05438122
Jul 1 2013	0	30.28919242
Jan 1 2014	12.08627229	43.66275539
Jul 1 2014	0	45.51842249
Jan 1 2015	12.64463725	60.0975927
Jul 1 2015	0	62.65174039
Jan 1 2016	11.5761221	76.89056146
Jul 1 2016	0	80.15841032
Jan 1 2017	11.47596903	95.04111179
Jul 1 2017	0	99.08035904
Jan 1 2018	11.37593424	114.6672085
Jul 1 2018	0	119.5405649
Jan 1 2019	11.27638563	135.8974245
Jul 1 2019	0	141.6730651
Jan 1 2020	12.08635323	159.7805236
Jul 1 2020	0	166.5711958
Jan 1 2021	2.84602108	176.4964927
Jul 1 2021	0	183.9975937
Jan 1 2022	0	191.8174914
Jul 1 2022	0	199.9697348
Jan 1 2023	0	208.4684485
Jul 1 2023	0	217.3283576
Jan 1 2024	0	226.5648128
Jul 1 2024	0	236.1938173
Jan 1 2025	0	246.2320546
Feb 22 2025	0	249.1970989
Jul 1 2025	0	256.7872272
Jan 1 2026	0	267.7006843
Jul 1 2026	0	279.0779634
Jan 1 2027	0	290.9387769
Jul 1 2027	0	303.3036749
Jan 1 2028	0	316.1940811
Jul 1 2028	0	329.6323296
Jan 1 2029	0	343.6417035

Schedule 4
to
Head Lease

Minimum Funding Amounts

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

Payment Date	Minimum Funding Amount	Head Lease Collateral Account Balance
Jul 1 2029	0	358.2464759
Jan 1 2030	0	373.4719512
Jul 1 2030	0	389.3445091
Jan 1 2031	0	405.8916507
Jul 1 2031	0	423.1420459
Jan 1 2032	0	441.1255828
Jan 7 2032	0	441.7505107
Jul 7 2032	0	460.5249074
Jan 7 2033	0	480.097216
Jul 7 2033	0	500.5013477
Jan 7 2034	0	521.772655
Jul 7 2034	0	543.9479928
Jan 7 2035	0	567.0657825
Jul 7 2035	0	591.1660782
Jan 7 2036	0	616.2906366
Jul 7 2036	0	642.4829886
Jan 7 2037	0	669.7885156

Schedule 5
to
Head Lease

Debt Service Payments/Debt Repayment Amounts
(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

<u>Payment Date</u>	<u>Debt Service Amounts</u>	<u>Debt Repayment Amounts</u>
Jan 1 2012	24.19865409	19.1316889
Jul 1 2012	0	19.89695646
Jan 1 2013	0	20.69283472
Jul 1 2013	0	21.52054811
Jan 1 2014	0	22.38137003
Jul 1 2014	0	23.27662483
Jan 1 2015	0	24.20768983
Jul 1 2015	0	25.17599742
Jan 1 2016	0	26.18303732
Jul 1 2016	0	27.23035881
Jan 1 2017	0	28.31957316
Jul 1 2017	0	29.45235609
Jan 1 2018	0	30.63045033
Jul 1 2018	0	31.85566834
Jan 1 2019	0	33.12989508
Jul 1 2019	0	34.45509088
Jan 1 2020	0	35.83329452
Jul 1 2020	0	37.2666263
Jan 1 2021	8.11346405	30.6438273
Jul 1 2021	0	31.86958039
Jan 1 2022	10.87782304	22.26654057
Jul 1 2022	0	23.15720219
Jan 1 2023	10.8062461	13.27724418
Jul 1 2023	0	13.80833394
Jan 1 2024	13.16925507	1.19141223
Jul 1 2024	0	1.23906872
Jan 1 2025	1.28863147	0
Feb 22 2025	0	0

Schedule 6
to
Head Lease

Equity Service/Equity Repayment Amounts
(As a percentage of Equipment Value of each Item of Equipment)
ABB Equipment

Payment Date	Equity Service Amounts	Equity Repayment Amounts
Jan 1 2012	2.27042393	30.41589931
Jul 1 2012	0	28.14547538
Jan 1 2013	2.01185126	28.15881157
Jul 1 2013	0	26.14696032
Jan 1 2014	2.80070271	26.21690997
Jul 1 2014	0	23.41620726
Jan 1 2015	2.24233775	23.48906218
Jul 1 2015	0	21.26283045
Jan 1 2016	3.3108529	21.44587607
Jul 1 2016	0	18.15161999
Jan 1 2017	3.41100597	18.34024368
Jul 1 2017	0	14.94632519
Jan 1 2018	3.51104076	15.14052515
Jul 1 2018	0	11.6470606
Jan 1 2019	3.61058937	11.8468151
Jul 1 2019	0	8.25428682
Jan 1 2020	2.80062177	8.45955188
Jul 1 2020	0	5.7343996
Jan 1 2021	3.92748987	6.0672457
Jul 1 2021	0	2.21679451
Jan 1 2022	4.00915196	2.55656129
Jul 1 2022	0	0
Jan 1 2023	4.0807289	0
Jul 1 2023	0	0
Jan 1 2024	1.71771993	0
Jul 1 2024	0	0
Jan 1 2025	0.82035666	0
Feb 22 2025	0	0

SCHEDULE 7

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 Massachusetts 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 foregoing 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, 19__

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 foregoing instrument was the free act and deed of said corporation.



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 *98*
Commission Expires Feb. 14, 1998