

RECORDATION NO. 21071 FILED

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DEC 15 '97 2-10PM

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RECORDATION NO. 21071 FILED A, B, C, D, E

DEC 15 '97 2-10PM

December 15, 1997

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

DEC 15 2 10 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Metropolitan Transit Authority

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two copies of a Memorandum of Head Lease Agreement, dated as of December 12, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and two copies of the following secondary documents related thereto: Memoranda of Lease Agreement, Loan and Security Agreement, Equipment Mortgage, Head Lessor's Lease Mortgage and Lessor's Security Agreement.

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

Primary → Head Lease Agreement  
C → Equipment Mortgage  
D → Head Lessor's Lease Mortgage

Head Lessor: Metropolitan Transportation Authority  
347 Madison Avenue  
New York, New York 10017

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

*Counterparts*

Vernon A. Williams  
December 15, 1997  
Page 2

A → Lease Agreement  
E → Lessor's Security Agreement

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

Lessee: Metropolitan Transportation Authority  
347 Madison Avenue  
New York, New York 10017

B → Loan and Security Agreement

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

Lender: AIG Financial Products (Jersey) Limited  
44 Esplanade Street  
Helier  
Jersey JE48PZ, Channel Islands

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to the Memorandum of Head Lease Agreement.

Also enclosed is a check in the amount of \$144.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 21071-D

FILED

DEC 15 '97

2-10 PM

MEMORANDUM OF HEAD LESSOR'S LEASE MORTGAGE  
(MNCRC EQUIPMENT LOT)

Memorandum of Head Lessor's Lease Mortgage, made and entered into on December 12, 1997, by and between METROPOLITAN TRANSPORTATION AUTHORITY (the "MTA"), a public benefit corporation duly created and validly existing under the laws of the State of New York (the "Head Lessor") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as the Trustee (the "Head Lessee").

W I T N E S S E T H :

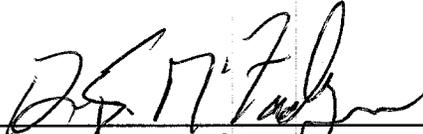
The undersigned have entered into that certain Head Lessor's Lease Mortgage (MNCRC Equipment Lot), dated as of December 12, 1997, whereby the Head Lessee has conveyed, assigned, mortgaged, transferred and pledged to the Head Lessor, and has granted to the Head Lessor a lien on and a security interest in, all of the Head Lessee's right, title and interest as lessor in, to and under the Lease (as defined below) and all proceeds thereof as security for the due, prompt and complete payment and performance of the obligations of the Head Lessee to the Head Lessor to pay any amount (including damages) under or in respect of the Head Lease (as defined below).

For purposes of this Memorandum, (a) "Head Lease" means that certain Head Lease Agreement (MNCRC Equipment Lot), dated as of December 12, 1997, between Head Lessor and the Head Lessee whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain locomotives and coaches bearing the identification numbers as listed on Exhibit A attached hereto (the "Equipment"), subject to the term defined in said Head Lease Agreement and (b) "Lease" means that certain Lease Agreement (MNCRC Equipment Lot), dated as of December 12, 1997, between the Head Lessee, as lessor, and the Head Lessor, as lessee, whereby the Head Lessee has agreed to lease to the Head Lessor and the Head Lessor has agreed to lease from the Head Lessee the Equipment, subject to the term defined in said Lease Agreement.

This Memorandum, and any document or instrument referred to herein as having been executed by the Trustee has been executed by Wilmington Trust Company solely in its capacity as Trustee under the Trust Agreement and not in its individual capacity and in no case shall the Bank (or any entity acting as successor or additional Trustee under the Trust Agreement) be personally liable for or on account of any of the statements, representations, warranties, covenants or obligations of the Trustee hereunder.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

METROPOLITAN TRANSPORTATION  
AUTHORITY, as Head Lessor

By:   
Name: Don McFadyen  
Title: Director of finance

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

By:   
Name:  
Title: W. Chris Sporenberg  
Senior Financial Services Officer

STATE OF NY )  
COUNTY OF NY ) ) SS

On this 12 day of December, before me personally appeared Don McFadyen, to me personally known, who being by me duly sworn, said that she/he is a Director of Finance of METROPOLITAN TRANSPORTATION AUTHORITY, that said instrument was signed on such date on behalf of said entity on such day by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

Notary Public

*Elizabeth A. Morgan*

ELIZABETH A. MORGAN  
Notary Public, State of New York  
No. 01MO5083587  
Qualified in New York County  
Commission Expires Aug. 18, 1999

[NOTARIAL SEAL]

My commission expires: 8/18/99

STATE OF NY )  
 ) SS  
COUNTY OF NY )

On this 12 day of December, before me personally appeared W. Chris Spornberg, to me personally known, who being by me duly sworn, said that she/he is a Senior FSO of WILMINGTON TRUST COMPANY, that said instrument was signed on such date on behalf of said entity on such day by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

Notary Public  
*Elizabeth A. Morgan*

ELIZABETH A. MORGAN  
Notary Public, State of New York  
No. 01MO5083587  
Qualified in New York County  
Commission Expires Aug. 18, 1999

[NOTARIAL SEAL]

My commission expires: 8/18/99

EXHIBIT A  
TO  
MEMORANDUM OF HEAD LESSOR'S LEASE MORTGAGE

DESCRIPTION OF EQUIPMENT

(MNCRC EQUIPMENT LOT)

<u>Equipment Type</u>	<u>Serial Number</u>
Bombardier Push Pull Coach (cab)	6301
Bombardier Push Pull Coach (cab)	6302
Bombardier Push Pull Coach (cab)	6303
Bombardier Push Pull Coach (cab)	6304
Bombardier Push Pull Coach (cab)	6305
Bombardier Push Pull Coach (cab)	6306
Bombardier Push Pull Coach (cab)	6307
Bombardier Push Pull Coach (cab)	6308
Bombardier Push Pull Coach (cab)	6309
Bombardier Push Pull Coach (cab)	6310
Bombardier Push Pull Coach (trailer w/ toilet)	6331
Bombardier Push Pull Coach (trailer w/ toilet)	6333
Bombardier Push Pull Coach (trailer w/ toilet)	6335
Bombardier Push Pull Coach (trailer w/ toilet)	6337
Bombardier Push Pull Coach (trailer w/ toilet)	6339
Bombardier Push Pull Coach (trailer w/ toilet)	6341
Bombardier Push Pull Coach (trailer w/ toilet)	6343
Bombardier Push Pull Coach (trailer w/ toilet)	6345
Bombardier Push Pull Coach (trailer w/ toilet)	6347
Bombardier Push Pull Coach (trailer w/ toilet)	6349
Bombardier Push Pull Coach (trailer w/ toilet)	6351
Bombardier Push Pull Coach (trailer w/ toilet)	6353
Bombardier Push Pull Coach (trailer w/ toilet)	6355
Bombardier Push Pull Coach (trailer w/ toilet)	6357
Bombardier Push Pull Coach (trailer w/ toilet)	6359
Bombardier Push Pull Coach (trailer w/ toilet)	6361
Bombardier Push Pull Coach (trailer)	6330
Bombardier Push Pull Coach (trailer)	6332
Bombardier Push Pull Coach (trailer)	6334
Bombardier Push Pull Coach (trailer)	6336
Bombardier Push Pull Coach (trailer)	6338
Bombardier Push Pull Coach (trailer)	6340

Bombardier Push Pull Coach (trailer)	6342
Bombardier Push Pull Coach (trailer)	6344
Bombardier Push Pull Coach (trailer)	6348
Bombardier Push Pull Coach (trailer)	6350
Bombardier Push Pull Coach (trailer)	6352
Bombardier Push Pull Coach (trailer)	6354
Bombardier Push Pull Coach (trailer)	6356
Bombardier Push Pull Coach (trailer)	6358
Bombardier Push Pull Coach (trailer)	6360
Bombardier Push Pull Coach (trailer)	6362
Bombardier Push Pull Coach (trailer)	6364
Bombardier Push Pull Coach (trailer)	6366
Bombardier Push Pull Coach (trailer)	6368
Bombardier Push Pull Coach (trailer)	6370
Bombardier Push Pull Coach (trailer)	6372
Bombardier Push Pull Coach (trailer)	6374
General Electric Genesis Locomotive	201
General Electric Genesis Locomotive	202
General Electric Genesis Locomotive	203