

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. ~~21292~~ FILED  
21292  
MAR 20 '98 11-05 AM

RECORDATION NO. ~~21292~~ FILED  
21292-A, B, C  
MAR 20 '98 11-05 AM

March 20, 1998

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

Re: New Jersey Transit Corporation  
(1998-CCD-6)

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 20, 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

MAR 20 11 03 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

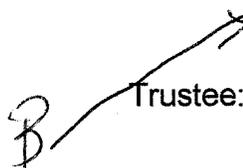
*Client's copy - [unclear]*

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

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

Equipment 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  
March 20, 1998  
Page 3

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 black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

MAR 20 '98 11-05 AM

**MEMORANDUM OF LOAN AND SECURITY AGREEMENT  
(1998 - CCD 6)**

Memorandum of Loan and Security Agreement (1998 - CCD 6), made and entered into as of March \_\_, 1998 between Wilmington Trust Company, not in its individual capacity, but solely as Trustee, ("Borrower"), and AIG-FP Funding (Cayman) Limited Lender, ("Lender").

**WITNESSETH:**

The undersigned have entered into that certain Loan and Security Agreement (1998 - CCD 6) (the "Loan Agreement"), dated as of March \_\_, 1998, by which the Borrower has granted a security interest in a sublease of certain railroad equipment bearing serial numbers as listed on Exhibit A attached hereto, an equipment pledge agreement and certain other collateral more fully described in the Loan Agreement to the Lender in order to secure the Borrower's performance of its obligations as described in the Loan Agreement.

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.

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

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

AIG-FP FUNDING (CAYMAN) LIMITED

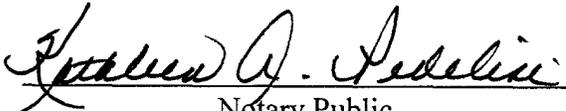
By \_\_\_\_\_  
Name:  
Title:

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

By:   
Name: \_\_\_\_\_  
Title: **W. Chris Sponenberg**  
**Senior Financial Services Officer**

STATE OF Delaware )  
COUNTY OF New Castle )ss:

On this 18<sup>th</sup> day of March, 1998 before me personally appeared **W. Chris Sponenberg** to me personally known, who being duly sworn, says that he/she is the **Senior Financial Services Officer** of Wilmar, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

KATHLEEN A. PEDELINI  
NOTARY PUBLIC  
My Commission expires October 31, 1998

AIG-FP FUNDING (CAYMAN) LIMITED

By Kathleen M. Furlong

Name: Kathleen M. Furlong

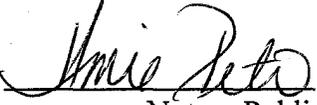
Title: Authorized Signatory

STATE OF CONNECTICUT )

) ss. Westport

COUNTY OF FAIRFIELD )

On this 12<sup>th</sup> day of March, 1998 before me personally appeared Kathleen M. Furlong, to me personally known, who being duly sworn, says that ~~he~~/she is the Authorized Signatory of AIG-PP Funding (Cayman) Limited, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

**AMIE PETRO**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES NOV. 30, 1998

**Exhibit A**

**CCD Rail Five, Inc.**  
**(1998-CCD 6)**

	<u>Car #</u>	<u>Equipment Description</u>
1.	#1442A	Arrow III multiple unit passengers rail cars
2.	#1443B	Arrow III multiple unit passengers rail cars