

21652, A, B, C, D, E
RECORDATION NO. _____ FILED

SEP 18 '98 3-56 PM

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

September 18, 1998

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

Handwritten initials/signature

Re: METRA 1998-ML-T

SEP 18 3 56 PM '98
RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies each of a Memorandum of Lease Agreement (1998-ML-T), dated September 18, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and the following secondary documents related thereto: Lease Supplement (1998-ML-T), Sublease Agreement (1998-ML-T), Sublease Supplement (1998-ML-T), Loan and Security Agreement (1998-ML-T) and Equipment Pledge Agreement, all dated September 18, 1998.

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

Memoranda of Lease Agreement

A → and
Lease Supplement

Head Lessor: Commuter Rail Division of the Regional
Transportation Authority
547 West Jackson Blvd., 2nd Floor
Chicago, Illinois 60611

Head Lessee: METRA 1998-ML-T Trust
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
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Memoranda of Sublease Agreement
and
Sublease Supplement

Sublessor: METRA 1998-ML-T Trust
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Sublessee: Commuter Rail Division of the Regional
Transportation Authority
547 West Jackson Blvd., 2nd Floor
Chicago, Illinois 60611

Memorandum of Loan and Security Agreement

Borrower: METRA 1998-ML-T
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lender: AIG-FP (Cayman) Limited
PO Box 309
Grand Cayman, Cayman Island B.W.I.

Memorandum of Equipment Pledge Agreement

Pledgor: Commuter Rail Division of the Regional
Transportation Authority
547 West Jackson Blvd., 2nd Floor
Chicago, Illinois 60611

Pledgee: METRA 1998-ML-T
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Mr. Vernon A. Williams
September 18, 1998
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Also enclosed is a check in the amount of \$156.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

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

Robert W. Alvord

RWA/bg
Enclosures

Items of Equipment

<u>Description</u>	<u>Car Number</u>	<u>Equipment Value</u>
Gallery Trailer Car	7400	\$1,666,703.00
Gallery Trailer Car	7401	\$1,666,703.00
Gallery Trailer Car	7402	\$1,666,703.00
Gallery Trailer Car	7403	\$1,666,703.00
Gallery Trailer Car	7404	\$1,666,703.00
Gallery Trailer Car	7405	\$1,666,703.00
Gallery Trailer Car	7406	\$1,666,703.00
Gallery Trailer Car	7407	\$1,666,703.00
Gallery Trailer Car	7408	\$1,666,703.00
Gallery Trailer Car	7409	\$1,666,703.00
Gallery Trailer Car	7410	\$1,666,703.00
Gallery Trailer Car	7411	\$1,666,703.00
Gallery Trailer Car	7412	\$1,666,703.00
Gallery Trailer Car	7413	\$1,666,703.00
Gallery Trailer Car	7414	\$1,666,703.00
Gallery Trailer Car	7415	\$1,666,703.00
Gallery Trailer Car	7416	\$1,666,703.00
Gallery Trailer Car	7417	\$1,666,703.00
Gallery Trailer Car	7418	\$1,666,703.00
Gallery Trailer Car	7419	\$1,666,703.00
Gallery Trailer Car	7420	\$1,666,703.00
Gallery Trailer Car	7421	\$1,666,703.00
Gallery Trailer Car	7422	\$1,666,703.00
Gallery Trailer Car	7423	\$1,666,703.00
Gallery Trailer Car	7424	\$1,666,703.00
Gallery Trailer Car	7425	\$1,666,703.00
Gallery Trailer Car	7426	\$1,666,703.00
Gallery Trailer Car	7428	\$1,666,703.00
Gallery Trailer Car	7429	\$1,666,703.00
Gallery Trailer Car	7430	\$1,666,703.00
Gallery Trailer Car	7431	\$1,666,703.00
Gallery Trailer Car	7432	\$1,666,703.00
Gallery Trailer Car	7433	\$1,666,703.00
Gallery Trailer Car	7434	\$1,666,703.00
Gallery Trailer Car	7435	\$1,666,703.00
Gallery Trailer Car	7436	\$1,666,703.00
Gallery Trailer Car	7437	\$1,666,703.00
Gallery Trailer Car	7438	\$1,666,703.00
Gallery Trailer Car	7439	\$1,666,703.00
Gallery Trailer Car	7440	\$1,666,703.00
Gallery Trailer Car	7441	\$1,666,703.00
Gallery Trailer Car	7442	\$1,666,703.00

Items of Equipment

<u>Description</u>	<u>Car Number</u>	<u>Equipment Value</u>
Gallery Trailer Car	7443	\$1,666,703.00
Gallery Trailer Car	7444	\$1,666,703.00
Gallery Trailer Car	7445	\$1,666,703.00
Gallery Trailer Car	7446	\$1,666,703.00
Gallery Trailer Car	7447	\$1,666,703.00
Gallery Trailer Car	7448	\$1,666,703.00
Gallery Trailer Car	7449	\$1,666,703.00
Gallery Trailer Car	7450	\$1,666,703.00
Gallery Trailer Car	7451	\$1,666,703.00
Gallery Trailer Car	7452	\$1,666,703.00
Gallery Trailer Car	7453	\$1,666,703.00
Gallery Trailer Car	7454	\$1,666,703.00
Gallery Trailer Car	7455	\$1,666,703.00

21652-A
RECORDATION NO. _____ FILED
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MEMORANDUM OF LEASE SUPPLEMENT (1998-ML-T)

Memorandum of Lease Supplement (1998-ML-T), made and entered into on September 18, 1998 by and between Commuter Rail Division of the Regional Transportation Authority ("Head Lessor") and METRA 1998-ML-T Trust ("Head Lessee").

WITNESSETH:

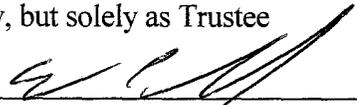
The undersigned have entered into that certain Lease Supplement (1998-ML-T), dated as of September 18, 1998, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Lessor and Lessee hereto have each caused this Memorandum of Lease Supplement to be duly executed as of the date and year first above written.

LESSOR:

METRA 1998-ML-T TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

By:  _____

Name:

Title:

W. CHRIS SPONENBERG
ASSISTANT VICE PRESIDENT

LESSEE:

COMMUTER RAIL DIVISION OF THE
REGIONAL TRANSPORTATION AUTHORITY

By: _____

Name:

Title:

IN WITNESS WHEREOF, the Lessor and Lessee hereto have each caused this Memorandum of Lease Supplement to be duly executed as of the date and year first above written.

LESSOR:

METRA 1998-ML-T TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

By: _____

Name:

Title:

LESSEE:

COMMUTER RAIL DIVISION OF THE
REGIONAL TRANSPORTATION AUTHORITY

By:  _____

Name:

Title:

Delaware

STATE OF ~~NEW YORK~~ §

~~New Castle~~

COUNTY OF ~~NEW YORK~~ §

BEFORE ME, the undersigned notary public, on this day personally appeared ~~W. CHRIS SPONENBERG~~ of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-ML-T Trust, a statutory business trust established under the laws of the State of Delaware, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-ML-T.

GIVEN under my hand and seal of office this 17th day of September, 1998.

(SEAL)

Kathleen A. Pedelini
Notary Public

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

STATE OF _____ §

COUNTY OF _____ §

BEFORE ME, the undersigned notary public, on this day personally appeared _____ of Commuter Rail Division of The Regional Transportation Authority, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Commuter Rail Division of The Regional Transportation Authority.

GIVEN under my hand and seal of office this _____ day of September, 1998.

(SEAL)

Notary Public

STATE OF NEW YORK §

COUNTY OF NEW YORK §

BEFORE ME, the undersigned notary public, on this day personally appeared _____ of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-ML-T Trust, a statutory business trust established under the laws of the State of Delaware, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-ML-T.

GIVEN under my hand and seal of office this _____ day of September, 1998.

(SEAL)

Notary Public

STATE OF ILLINOIS §

COUNTY OF COOK §

BEFORE ME, the undersigned notary public, on this day personally appeared Philip A. Pagano of Commuter Rail Division of The Regional Transportation Authority, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Commuter Rail Division of The Regional Transportation Authority.

GIVEN under my hand and seal of office this 16th day of September, 1998.

(SEAL)

Margaret A. Griffin
Notary Public



Items of Equipment

<u>Description</u>	<u>Car Number</u>	<u>Equipment Value</u>
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