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

RECEIVED
SURFACE TRANSPORTATION BOARD
SEP 18 3 56 PM '98

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

Re: METRA 1998-ML-T

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:

<u>Memoranda of Lease Agreement</u>
<u>and</u>
<u>Lease Supplement</u>

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

B → 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.

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,

Robert W. Alvord

RWA/bg
Enclosures

Items of Equipment

Description	Car Number	Equipment Value
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
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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

Description	Car Number	Equipment Value
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-B
RECORDATION NO. _____ FILED
SEP 18 '98 3:56PM

MEMORANDUM OF SUBLEASE AGREEMENT (1998-ML-T)

Memorandum of Sublease Agreement (1998-ML-T), made and entered into on September 18, 1998 by and between METRA 1998-ML-T Trust ("Sublessor") and Commuter Rail Division of the Regional Transportation Authority ("Sublessee").

WITNESSETH:

The undersigned have entered into that certain Sublease Agreement (1998-ML-T), dated as of September 18, 1998, whereby the Sublessor has agreed to sublease to the Sublessee and the Sublessee has agreed to sublease from the Sublessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto, subject to the term defined in said Sublease Agreement (1998-ML-T).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Sublessor and Sublessee hereto have each caused this Memorandum of Sublease to be duly executed as of the date and year first above written.

SUBLESSOR:

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

SUBLESSEE:

COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY

By:_____
Name:
Title:

IN WITNESS WHEREOF, the Sublessor and Sublessee hereto have each caused this Memorandum of Sublease to be duly executed as of the date and year first above written.

SUBLESSOR:

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

By:_____
Name:
Title:

SUBLESSEE:

COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY

By:_____
Name:
Title:

STATE OF ~~NEW YORK~~ DELAWARE §

COUNTY OF ~~NEW YORK~~ NEW CASTLE §

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 ~~16th~~ 17 day of September, 1998.

(SEAL)

Kathleen A. Pedelini

Notary Public

KATHLEEN A. PEDELINI
NOTARY PUBLIC
My Commission expires October 31, 1999

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 17th day of September, 1998.

(SEAL)

"OFFICIAL SEAL"
Margaret A. Griffin
Notary Public, State of Illinois
My Commission Expires 7/16/2001

Margaret A. Griffin
Notary Public

Items of Equipment

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