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

OF COUNSEL
URBAN A. LESTER

21654, -A-B-C-D-E

RECORDATION NO. _____ FILED

SEP 18 '98 3:56PM

RECEIVED
SEP 18 3 56 PM '98
SURFACE TRANSPORTATION BOARD

September 18, 1998

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

Re: METRA 1998-NL-C

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-NL-C), 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-NL-C), Sublease Agreement (1998-NL-C), Sublease Supplement (1998-NL-C), Loan and Security Agreement (1998-NL-C) and Equipment Pledge Agreement, all dated September 18, 1998.

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

Primary → <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-NL-C Trust
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Memoranda of Sublease Agreement
and
Sublease Supplement

Sublessor: METRA 1998-NL-C 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-NL-C
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-NL-C
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 Cab Car	8401	$1,741,336.00
Gallery Cab Car	8402	$1,741,336.00
Gallery Cab Car	8403	$1,741,336.00
Gallery Cab Car	8404	$1,741,336.00
Gallery Cab Car	8405	$1,741,336.00
Gallery Cab Car	8406	$1,741,336.00
Gallery Cab Car	8407	$1,741,336.00
Gallery Cab Car	8408	$1,741,336.00
Gallery Cab Car	8409	$1,741,336.00
Gallery Cab Car	8410	$1,741,336.00
Gallery Cab Car	8411	$1,741,336.00
Gallery Cab Car	8412	$1,741,336.00
Gallery Cab Car	8413	$1,741,336.00
Gallery Cab Car	8414	$1,741,336.00
Gallery Cab Car	8415	$1,741,336.00
Gallery Cab Car	8416	$1,741,336.00
Gallery Cab Car	8417	$1,741,336.00
Gallery Cab Car	8418	$1,741,336.00
Gallery Cab Car	8419	$1,741,336.00
Gallery Cab Car	8420	$1,741,336.00
Gallery Cab Car	8421	$1,741,336.00
Gallery Cab Car	8422	$1,741,336.00
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Gallery Cab Car	8431	$1,741,336.00
Gallery Cab Car	8432	$1,741,336.00
Gallery Cab Car	8433	$1,741,336.00
Gallery Cab Car	8434	$1,741,336.00
Gallery Cab Car	8435	$1,741,336.00
Gallery Cab Car	8436	$1,741,336.00
Gallery Cab Car	8437	$1,741,336.00
Gallery Cab Car	8438	$1,741,336.00
Gallery Cab Car	8439	$1,741,336.00
Gallery Cab Car	8440	$1,741,336.00
Gallery Cab Car	8441	$1,741,336.00
Gallery Cab Car	8442	$1,741,336.00
Gallery Cab Car	8443	$1,741,336.00

RECORDATION NO. 21654 FILED

SEP 18 '98 3-56PM

MEMORANDUM OF LEASE AGREEMENT (1998-NL-C)

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

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (1998-NL-C), 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, subject to the term defined in said Lease Agreement (1998-NL-C).

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

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

LESSOR:

METRA 1998-NL-C 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 to be duly executed as of the date and year first above written.

LESSOR:

METRA 1998-NL-C 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:

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-NL-C 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-NL-C.

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-NL-C 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-NL-C.

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)

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

Margaret A. Griffin
Notary Public

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