

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

↓
21654, -A-B-C-D-E

RECORDATION NO. _____ FILED

SEP 18 '98

3:56 PM
OF COUNSEL
URBAN A. LESTER

September 18, 1998

Rec.
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:

Memoranda of Lease Agreement
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-NL-C Trust
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
September 18, 1998
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B → 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.

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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 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
Gallery Cab Car	8423	\$1,741,336.00
Gallery Cab Car	8424	\$1,741,336.00
Gallery Cab Car	8425	\$1,741,336.00
Gallery Cab Car	8426	\$1,741,336.00
Gallery Cab Car	8427	\$1,741,336.00
Gallery Cab Car	8428	\$1,741,336.00
Gallery Cab Car	8429	\$1,741,336.00
Gallery Cab Car	8430	\$1,741,336.00
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

21654-B
RECORDATION NO. _____ FILED
SEP 18 '98 3-56PM

MEMORANDUM OF SUBLEASE AGREEMENT (1998-NL-C)

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

WITNESSETH:

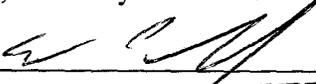
The undersigned have entered into that certain Sublease Agreement (1998-NL-C), dated as of September 18, 1998, whereby the Sublessor has agreed to sublease to the Sublessee and the Sublessee has agreed to sublease from the Sublessor certain railroad equipment bearing car numbers as listed on Schedule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

[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-NL-C TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

By: 

Name:

W. CHRIS SPONENBERG

Title:

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-NL-C 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:

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-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 10th day of September, 1998.

(SEAL)

Margaret A. Griffin
Notary Public



Items of Equipment

<u>Description</u>	<u>Car Number</u>	<u>Equipment Value</u>
Gallery Cab Car	8401	\$1,741,336.00
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