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

OF COUNSEL
URBAN A. LESTER

January 5, 1995

10159

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Memorandum of Lease Agreement, dated as of December 28, 1994, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: ABB Credit Finans AB
S-113 96 Stockholm
Sweden

Lessee: Massachusetts Bay Transportation Authority
Ten Park Plaza
Boston, Massachusetts 02116-3974

A description of the railroad equipment covered by the enclosed document is:

Forty (40) Number 3 Red Line Rapid Transit Cars within the series ¹⁸¹⁶⁻¹⁸³³ ~~1844~~ - ₁₈₇₀, inclusive.

John S. Carter

Mr. Vernon A. Williams
January 5, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

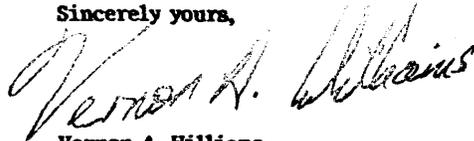
1/5/95

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/5/95 at 2:20PM, and assigned recordation number(s) 19159.

Sincerely yours,



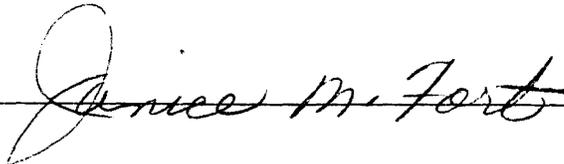
Vernon A. Williams
Secretary

Enclosure(s)

(0100474032)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 28, 1994 between ABB CREDIT FINANS AB, a corporation organized and existing under the laws of the Kingdom of Sweden ("Lessor"), and MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts ("Lessee").

W I T N E S S E T H :

1. Pursuant to the Agreement [1994-A] dated as of December 28, 1994 (the "Lease"), and a Lease Supplement dated as of December 28, 1994, Lessor has leased unto Lessee certain rapid transit cars, bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Equipment").

2. The Lease has taken effect for a lease term commencing on December 30, 1994 or, if such date is not a Banking Day, then the next succeeding Banking Day, and ending no later than January 15, 2013 or, if such date is not a Banking Day, then the next succeeding Banking Day.

3. Pursuant to the Lease, Lessee has a right of first refusal to purchase the Equipment upon the terms and conditions set forth in the Lease.

4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: ABB Credit Finans AB
S-113 96 Stockholm
Sweden
Attention: Vice President - Administration
Telephone No.: 46-8-458-5800
Facsimile No.: 46-8-458-5899

To Lessee:

Massachusetts Bay
Transportation Authority
Ten Park Plaza
Boston, Massachusetts 02116-3974
Attention: Wesley Wallace - Treasurer
Telephone No.: (617) 722-5451
Facsimile No.: (617) 722-5682

With Copies to:

Peter Morin
General Counsel
Massachusetts Bay Transportation
Authority
Ten Park Plaza
Boston, Massachusetts 02116-3974
Telephone No.: (617) 722-3160
Telefax No.: (617) 723-6382

Edward A. Shapiro
Counsel to MBTA
Shapiro, Israel & Weiner, P.C.
100 North Washington St.
Boston, Massachusetts 02114
Telephone No.: (617) 742-4200
Telefax No.: (617) 742-2355

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease as of the day and year first written above.

MASSACHUSETTS BAY
TRANSPORTATION AUTHORITY

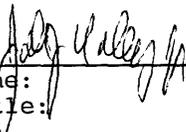
By: 
Name: JOHN J. HAILEY TR
Title: Gen MGR.

ABB CREDIT FINANS AB

By: 
Name: THOMAS WRANJO
Title: SUP


ULF LINDAHL
vice president.

Schedule A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Forty (40) Number 3 Red Line Rapid Transit Cars bearing the car numbers listed below:

Car Number

1844-1845
1848-1849
1832-1833
1836-1837
1858-1859
1860-1861
1846-1847
1882-1883
1856-1857
1850-1851
1854-1855
1816-1817
1840-1841
1842-1843
1862-1863
1880-1881
1876-1877
1878-1879
1852-1853
1872-1873

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