

RECORDATION NO. **18868** FILED 1475

JUN 30 1994 10 AM

INTERSTATE COMMERCE COMMISSION

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

June 30, 1994

0100297011

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two executed copies of a Memorandum of Lease Agreement, dated as of June 15, 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:

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105

Lessor: Asea Brown Boveri AG & Co. Leasing KG  
Kallstradter Strasse 1  
D-68309 Mannheim 31  
Germany

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

*Ed M. R...*  
*counterparts*

Mr. Sidney L. Strickland, Jr.  
June 30, 1994  
Page 2

Kindly return a stamped copy of the enclosed document to the undersigned at  
Alvord and Alvord, 918 - 16th Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the  
Commission's Index is:

Memorandum of Lease Agreement dated as of June 15, 1994, between  
New Jersey Transit Corporation, Lessee and Asea Brown Boveri AG & Co.  
Leasing KG, Lessor covering 22 Arrow III multiple unit passenger rail cars.

Very truly yours,

Robert W. Alvord

RWA/bg  
Enclosures

SCHEDULE A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Twenty-two (22) Arrow III multiple unit passenger rail cars, Serial Numbers as set forth below:

	<u>Serial Number</u>	<u>Car Type</u>
1.	1494	A
2.	1495	B
3.	1428	A
4.	1429	B
5.	1402	A
6.	1403	B
7.	1424	A
8.	1425	B
9.	1432	A
10.	1433	B
11.	1438	A
12.	1439	B
13.	1334	A
14.	1335	B
15.	1382	A
16.	1383	B
17.	1390	A
18.	1391	B
19.	1508	A
20.	1509	B
21.	1500	A
22.	1501	B

RECORDATION NO. **18868** FILED 1425

JUN 30 1994 - 10 AM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 15, 1994 between Asea Brown Boveri AG & Co. Leasing KG, a corporation organized and existing under the laws of the Federal Republic of Germany ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey ("Lessee").

**WITNESSETH:**

1. Pursuant to the Lease Agreement dated as of June 15, 1994 (the "Lease"), and a Lease Supplement dated as of June 28, 1994, Lessor has leased unto Lessee certain Arrow III Multiple Unit Passenger Rail Cars, bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Equipment"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease.

2. The Lease has taken effect for a Basic Lease Term commencing on June 28, 1994 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on June 28, 2009 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.

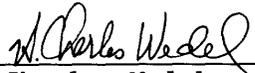
4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: Asea Brown Boveri AG & Co.  
Leasing KG  
Kallstadter Strasse 1  
D-68309 Mannheim  
Federal Republic of Germany  
Attention: General Manager  
Tel. #: 0621/381-6676

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105  
Attention: Assistant Executive  
Director for Corporate Affairs  
Tel. #: (201) 491-7000

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

NEW JERSEY TRANSIT CORPORATION

By:   
Name: H. Charles Wedel  
Title: Chief Financial  
Officer and  
Treasurer

ASEA BROWN BOVERI AG & CO.  
LEASING KG

By:   
Jürgen Mossner  
General Manager

**CORPORATE ACKNOWLEDGMENT**

(Pursuant to 49 C.F.R. 1177.3)

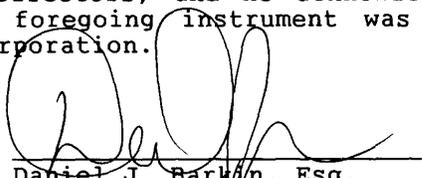
**FEDERAL REPUBLIC OF GERMANY :**

**SS.:**

**MUNICH**

**:**

On this 17<sup>th</sup> day of June, 1994, before me personally appeared H. Charles Wedel, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer and Treasurer of NEW JERSEY TRANSIT CORPORATION, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Daniel J. Barkin, Esq.  
An Attorney at Law  
of New Jersey

CORPORATE ACKNOWLEDGMENT

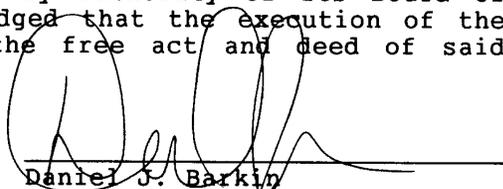
(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY :

SS.:

MUNICH :

On this 17<sup>th</sup> day of June, 1994, before me personally appeared Jurgen Mossner, to me personally known, who being by me duly sworn, says that he is the General Manager of ASEA BROWN BOVERI AG & CO. LEASING KG, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Daniel J. Barkin  
An Attorney at Law  
of New Jersey

SCHEDULE A

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