

6116807046

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

19682
OCT 6 1995

19682 - A
OCT 6 1995

19682 - B
OCT 6 1995

County of...
County of...

October 6, 1995

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 four (4) executed copies of a Memorandum of Lease Agreement, dated as of October 3, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, and four (4) copies of the following secondary documents related thereto: Memorandum of Loan and Security Agreement, and Memorandum of Lessee Security Agreement and Mortgage, both dated as of October 3, 1995.

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

Memorandum of Lease Agreement
and
Memorandum of Lessee Security Agreement

Lessor: Frank W. McDonald, Jr.
777 Main Street
Hartford, Connecticut 06115

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

LIBRARY DIVISION
OCT 6 12 23 PM '95

Mr. Vernon A. Williams
October 6, 1995
Page 2

Memorandum of Loan and Security Agreement

Debtor: Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, Connecticut 06115

Debtor: Frank W. McDonald, Jr.
777 Main Street
Hartford, Connecticut 06115

Secured Party: Utrecht-America Finance Co.
245 Park Avenue, 36th Floor
New York, New York 10167

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached to each of the aforesaid documents.

Also enclosed is a check in the amount of \$63.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three (3) stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE AGREEMENT
(Equipment Lot FU)

14632
1995

Memorandum of Lease Agreement (Equipment Lot FU), dated as of October 3, 1995, between Frank W. McDonald, Jr., not in his individual capacity but solely as Owner Trustee ("*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:

The parties hereto are entering into that certain Lease Agreement (Equipment Lot FU), dated as of October 3, 1995, whereby Lessor agrees to lease to Lessee and Lessee agrees to lease from Lessor the Items of Equipment specified on Exhibit A attached hereto.

The parties hereto wish to show for the public record the ownership of said Items of Equipment by Lessor and the leasehold interest therein of Lessee.

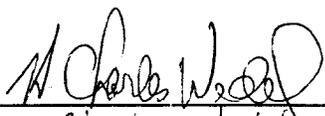
This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FRANK W. McDONALD, JR.,
as Owner Trustee

By 
Name:
Title:

NEW JERSEY TRANSIT
CORPORATION

By 
Name: A. Charles Wedel
Title: CFO

STATE OF CONNECTICUT)
) SS
COUNTY OF HARTFORD)

On this 5th day of October 1995, before me personally appeared FRANK W. McDONALD, JR., to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same.

Notary Public *Karen R. Felt*

[NOTARIAL SEAL]

KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/99

My commission expires: _____

EXHIBIT A

	GP40PH-2 Locomotive #	Serial #	Year Remanufactured
13 units 1991 Locomotives	4100	34258	7/91
	4101	34249	8/91
	4102	34252	12/91
	4103	34253	10/91
	4104	34259	9/91
	4105	34256	11/91
	4106	34248	12/91
	4107	34257	1/92
	4108	34260	2/92
	4109	34254	3/92
	4110	34250	5/92
	4111	34251	4/92
	4112	34255	6/92
5 units 1993 Locomotives	4145	38512	3/93
	4146	38561	3/93
	4147	34615	4/93
	4148	33465	4/93
	4149	34309	4/93
19 units 1994 Locomotives	4200	34647	11/93
	4201	33217	12/93
	4202	30943	1/94
	4203	34663	2/94
	4204	35047	2/94
	4205	35048	3/94
	4206	34661	3/94
	4207	30942	4/94
	4208	34632	4/94
	4209	34664	5/94
	4210	34623	5/94
	4211	34633	7/94
	4212	35058	6/94
	4213	35060	7/94
	4214	35050	7/94
	4215	30946	8/94
	4216	34645	8/94
	4217	34659	9/94
	4218	34640	9/94

	Comet #	Serial #
	5000	561
	5001	568
9 units	5002	571
1991 Comet III	5003	573
Trailer with Cabs	5004	575
	5005	578
	5006	580
	5007	583
	5008	585