

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.

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

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
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RECORDATION NO. 20019 FILED 142

MAY 7 1996 - 11 50 AM

MAY 7 11 47 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

May 7, 1996

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

20019 - A, B, C, D, E
RECORDATION NO. FILED 142

MAY 7 1996 - 11 50 AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) certified copies of a Lease Agreement (1996-A), dated as of April 19, 1996, a primary and two (2) certified copies each of the following secondary documents related thereto: Lease Supplement (1996-A), dated April 19, 1996, Sublease Agreement (1996-A), dated as of April 19, 1996, Sublease Supplement (1996-A), dated April 19, 1996, Equipment Pledge Agreement (1996-A), dated as of April 19, 1996 and Loan and Security Agreement (1996-A), dated as of April 19, 1996.

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

Lease Agreement (1996-A)
Lease Supplement (1996-A)

Lessor: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116-3974

Lessee: Fleet National Bank, Trustee
777 Main Street
Hartford, Connecticut 06115

Country parts

Mr. Vernon A. Williams
May 7, 1996
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Sublease Agreement (1996-A)
Sublease Supplement (1996-A)

Sublessor: Fleet National Bank, Trustee
777 Main Street
Hartford, Connecticut 06115

Sublessee: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116-3974

Equipment Pledge Agreement (1996-A)

Pledgor: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116-3974

Pledgee: Fleet National Bank, Trustee
777 Main Street
Hartford, Connecticut 06115

Loan and Security Agreement (1996-A)

Borrower: Fleet National Bank, Trustee
777 Main Street
Hartford, Connecticut 06115

Lender: Utrecht-American Finance Co.
245 Park Avenue, 38th Floor
New York, New York 10167-0062

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Lease Supplement (1996-A).

Also enclosed is a check in the amount of \$126.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
May 7, 1996
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Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001**

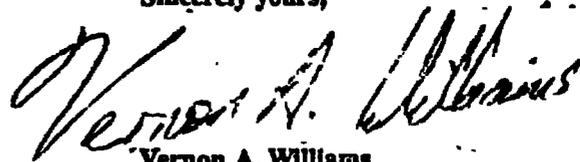
5/7/96

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 5/7/96 at 11:50AM , and assigned recordation number(s). 20049, 20049-A, 20049-B, 20049, C, 20049-D and 20049-E.

Sincerely yours,

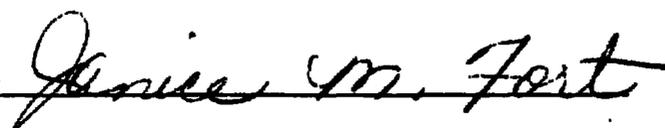


Vernon A. Williams
Secretary

Enclosure(s)

\$ 126.00 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



20049-A
FILED 14
MAY 7 1996 - 11 50 AM

LEASE SUPPLEMENT (1996-A)

THIS LEASE SUPPLEMENT (1996-A) dated April 19, 1996 between MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, having its principal office at 10 Park Plaza, Boston, Massachusetts 02116-3974, as Lessor, and FLEET NATIONAL BANK, a national banking association, not in its individual capacity but solely as Trustee, having its principal place of business at 777 Main Street, Hartford, Connecticut 06115, as Lessee:

WHEREAS, the Lessor and the Lessee have heretofore entered into the Lease Agreement, dated as of April 19, 1996 (the "Lease"), which Lease provides for the execution and delivery of Lease Supplements in substantially the form hereof for the purpose of leasing the Items of Equipment when delivered by the Lessor to the Lessee in accordance with the terms thereof. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A thereto, and the rules of usage set forth therein shall apply thereto).

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor hereby delivers and leases to the Lessee, and the Lessee hereby accepts and leases from the Lessor, under the Lease as herein supplemented, the Items of Equipment described (both by serial number and Equipment Value) in Schedule A hereto.

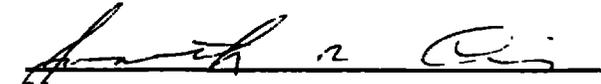
THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE WITHOUT REFERENCE TO ANY CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES WHICH MIGHT LEAD TO THE APPLICATION OF THE LAWS OF ANY OTHER JURISDICTION.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

LESSOR:

**MASSACHUSETTS BAY TRANSPORTATION
AUTHORITY**

By: 
Name:
Title:

LESSEE:

FLEET NATIONAL BANK
not in its individual capacity, but solely as
Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

LESSOR:

MASSACHUSETTS BAY TRANSPORTATION
AUTHORITY

By: _____

Name:

Title:

LESSEE:

FLEET NATIONAL BANK

not in its individual capacity, but solely as
Trustee

By: _____

Name:

Title:

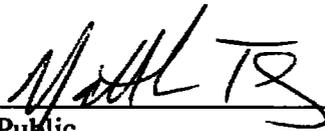
STEVEN CIMALORE

VICE PRESIDENT

STATE OF NY)
COUNTY OF NY) SS.:

Attached hereto is a true and complete copy, in all material respects, of the Lease Supplement (1996-A) dated as of April 19, 1996 between Massachusetts Bay Transportation Authority, as Lessor and Fleet National Bank, not in its individual capacity but solely as trustee, as Lessee.

Signed on 10 May, 1996



Notary Public

MATTHEW TIEWS
Notary Public, State of New York
No. 01115052137
Qualified in New York County
Commission Expires Nov. 20, 1997

JFV/etc