

DEC 20 1996 - 11 45 AM

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

OF COUNSEL  
URBAN A LESTER

DEC 20 11 41 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

December 12, 1996

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

Dear Mr Williams.

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two (2) copies of a Memorandum of Lease Agreement, dated as of December 16, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents

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  
Kallstadter Strasse 1  
D-68309 Mannheim  
Germany

A description of the railroad equipment covered by the enclosed document is six (6) ALP-44 locomotives bearing New Jersey Transit road marks 4420 through 4425, inclusive.

*Counterpart - E. Alford*

Mr Vernon A Williams  
December 12, 1996  
Page 2

Also enclosed is a check in the amount of \$22 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document 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. 20425-0001**

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, N.W.  
Suite 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 12-20-95 at 11:45 AM , and assigned recordation number(s). 20406.**

**Sincerely yours,**

**Vernon A. Williams  
Secretary**

**Enclosure(s)**

**\$ 25.00 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 \_\_\_\_\_**

DEC 20 1996 -11 45 AM

EXECUTION COPY

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 16, 1996 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 December 16, 1996 (the "Lease"), and a Lease Supplement dated as of December 18, 1996, Lessor has leased unto Lessee certain ALP 44 Locomotives, 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 Lease Term commencing on December 18, 1996 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on December 18, 2014 with respect to Equipment 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.

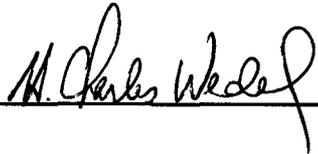
4. The names, addresses and telephone numbers of the Lessor and the Lessee are as follows:

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: Senior 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:  
Title:

ASEA BROWN BOVERI AG & CO.  
LEASING KG

By:   
Name:  
Title:

CORPORATE ACKNOWLEDGMENT

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

FEDERAL REPUBLIC OF GERMANY :

*Kembey*  
\_\_\_\_\_

ss.:  
:

On this 18th day of December, 1996, 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.

*Alyce C. Halchak*  
\_\_\_\_\_

Alyce C. Halchak  
An Attorney at Law of New Jersey

CORPORATE ACKNOWLEDGMENT

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

FEDERAL REPUBLIC OF GERMANY :

*Kramberg*

ss.:  
:

On this 18th day of December, 1996, before me personally appeared Jurgen Mossner, to me personally known, who being duly sworn, says that he is the General Manager of ABB Structured Finance GmbH, the Managing Partner 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.

*Alyce C. Halchak*

Alyce C. Halchak  
An Attorney at Law of New Jersey

SCHEDULE ADESCRIPTION OF THE ITEMS OF EQUIPMENT

Six (6) ALP-44 Locomotives, Serial Numbers as set forth below:

	<u>Serial Number</u>	<u>Car Type</u>
1.	4420	M
2.	4421	M
3.	4422	M
4.	4423	M
5.	4424	M
6.	4425	M