

*Counterparts - E. M. Lester*

RECORDATION No. 20610

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N W  
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WASHINGTON, D C  
20006-2973  
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FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

RECORDATION No. 20610-A, B, C, D

April 1, 1997

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

APR 2 4 22 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Equipment Lot FH

Dear Mr Williams:

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two copies each of a Memorandum of Head Lease Agreement, dated as of April 1, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and the following secondary documents related thereto, all dated as of April 1, 1997: a Memorandum of Lease Agreement, Memorandum of Equipment Mortgage, Memorandum of Loan and Security Agreement and Memorandum of Lessor's Security Agreement

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

Memorandum of Head Lease Agreement

Lessor	New Jersey Transit Corporation One Penn Plaza East Newark, New Jersey 07105
Lessee.	William J Wade Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

Mr. Vernon A. Williams  
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Memorandum of Lease Agreement  
and  
Memorandum of Lessor's Security Agreement

Lessor: William J Wade  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

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

Memorandum of Equipment Mortgage

Mortgagor New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105

Mortgagee William J Wade  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Memorandum of Loan and Security Agreement

Trustee: William J Wade  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Lender: AIG Financial Products (Jersey) Limited  
100 Nyala Farm  
Westport, Connecticut 06880

Mr. Vernon A Williams  
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A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto

Also enclosed is a check in the amount of \$120 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg  
Enclosures

# DESCRIPTION OF EQUIPMENT

## Equipment Lot FH

Identification Numbers	Equipment Description
5009	Cab
5010	Cab
5011	Cab
5012	Cab
5013	Cab
5014	Cab
5015	Cab
5016	Cab
5017	Cab
5018	Cab
5019	Cab
5235	Trailer w/toilet
5236	Trailer w/toilet
5237	Trailer w/toilet
5238	Trailer w/toilet
5239	Trailer w/toilet
5240	Trailer w/toilet
5241	Trailer w/toilet
5242	Trailer w/toilet
5243	Trailer w/toilet
5244	Trailer w/toilet
5245	Trailer w/toilet
5246	Trailer w/toilet
5247	Trailer w/toilet
5248	Trailer w/toilet
5249	Trailer w/toilet
5557	Trailer w/o toilet
5558	Trailer w/o toilet
5559	Trailer w/o toilet
5560	Trailer w/o toilet
5561	Trailer w/o toilet
5562	Trailer w/o toilet
5563	Trailer w/o toilet
5564	Trailer w/o toilet
5565	Trailer w/o toilet
5566	Trailer w/o toilet
5567	Trailer w/o toilet
5568	Trailer w/o toilet
5569	Trailer w/o toilet
5570	Trailer w/o toilet
5571	Trailer w/o toilet
5572	Trailer w/o toilet
5573	Trailer w/o toilet
5574	Trailer w/o toilet
5575	Trailer w/o toilet
5576	Trailer w/o toilet
5577	Trailer w/o toilet
5578	Trailer w/o toilet

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

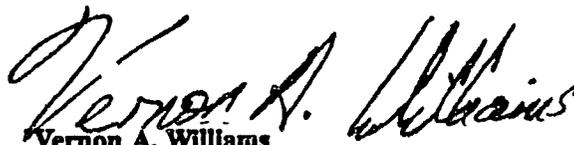
4.2/97

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 4/2/97 at 4:12PM, and 4:13PM  
assigned recordation number(s). 20610, 20610-A, 20610-B, 20610-C, 20610-D,  
20611, 20611-A, 20611-B, 20611-C and 20611-D.

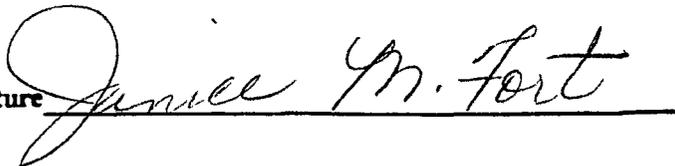
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 240.00 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 HEAD LEASE AGREEMENT  
(Equipment Lot FH)

sent to the

APR 2 4 12 PM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Memorandum of Head Lease Agreement (Equipment Lot FH), dated as of April 1, 1997, by and between New Jersey Transit Corporation, a body corporate and politic established in the Executive Branch of the State Government of New Jersey ("Head Lessor"), and William J. Wade, not in his individual capacity but solely as Trustee ("Head Lessee").

WITNESSETH:

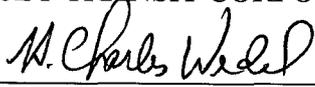
The parties hereto are entering into that certain Head Lease Agreement (Equipment Lot FH), dated as of April 1, 1997, whereby Head Lessor agrees to lease to Head Lessee and Head Lessee agrees to lease from Head Lessor the Items of Equipement specified on Exhibit A attached hereto.

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

NEW JERSEY TRANSIT CORPORATION

By: 

Name: H. Charles Wedel

Title: Chief Financial Officer & Treasurer

WILLIAM J. WADE,  
as Trustee

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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.

NEW JERSEY TRANSIT CORPORATION

By \_\_\_\_\_  
Name:  
Title:

WILLIAM J. WADE,  
as Trustee

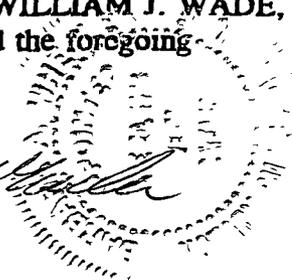
  
\_\_\_\_\_



STATE OF *Delaware* )  
COUNTY OF *New Castle* ) SS

On this *2* day of April, before me personally appeared WILLIAM J. WADE, to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same.

*Barbara A. Wheeler*  
Notary Public



NOTARIAL SEAL  
BARBARA A WHEELER  
STATE OF DELAWARE  
Date of Appointment 6-20-96  
My Commission Expires: June 20, 1998

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

# DESCRIPTION OF EQUIPMENT

## Equipment Lot FH

Identification Numbers	Equipment Description
5009	Cab
5010	Cab
5011	Cab
5012	Cab
5013	Cab
5014	Cab
5015	Cab
5016	Cab
5017	Cab
5018	Cab
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5244	Trailer w/toilet
5245	Trailer w/toilet
5246	Trailer w/toilet
5247	Trailer w/toilet
5248	Trailer w/toilet
5249	Trailer w/toilet
5557	Trailer w/o toilet
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5567	Trailer w/o toilet
5568	Trailer w/o toilet
5569	Trailer w/o toilet
5570	Trailer w/o toilet
5571	Trailer w/o toilet
5572	Trailer w/o toilet
5573	Trailer w/o toilet
5574	Trailer w/o toilet
5575	Trailer w/o toilet
5576	Trailer w/o toilet
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5578	Trailer w/o toilet

Description of Equipment