

RECORDATION NO. 21653-F FILED

JUN 08 '06 11-57 AM

SURFACE TRANSPORTATION BOARD

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

June 8, 2006

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 Supplement No. 2 and Partial Termination, dated as of June 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Memorandum of Lease Supplement previously filed with the Board under Recordation Numbers 21653 and 21653-A respectively.

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

Head Lessor: Commuter Rail Division of the Regional  
Transportation Authority  
547 W Jackson Blvd, 2nd Fl  
Chicago IL 60611

Head Lessee: METRA 1998-NB-T Trust  
c/o Wilmington Trust Company  
1100 N Market St  
Wilmington DE 19890

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE SUPPLEMENT NO. 2 AND PARTIAL TERMINATION  
(1998-NB-T)**

Memorandum of Lease Supplement No. 2 and Partial Termination (1998-NB-T), made and entered into on June 1, 2006 by and between Commuter Rail Division of the Regional Transportation Authority (“Head Lessor”) and METRA 1998-NB-T Trust (“Head Lessee”).

**WITNESSETH:**

A. The undersigned entered into:

1. that certain Lease Agreement (1998-NB-T), dated as of September 18, 1998 (the “Lease”), a Memorandum of Lease Agreement (1998-NB-T), dated September 18, 1998, in respect of which was filed with the Surface Transportation Board on September 18, 1998 at 3:56 p.m. under Recordation Number 21653; and

2. that certain Lease Supplement (1998-NB-T), dated September 18, 1998 (the “Lease Supplement”); and, together with the Lease, collectively, the “Head Lease”), a Memorandum of Lease Supplement (1998-NB-T), dated September 18, 1998, in respect of which was filed with the Surface Transportation Board on September 18, 1998 at 3:56 p.m. under Recordation Number 21653-A.

B. The undersigned have entered into that certain Lease Supplement No. 2 and Partial Termination (1998-NB-T), dated June 1, 2006, whereby:

1. the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain gallery trailer car railroad equipment bearing car number 7427; and

2. the Head Lessor has agreed to terminate the Head Lease with respect to that certain gallery trailer car railroad equipment bearing car number 7488.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Head Lessor and Head Lessee hereto have each caused this Memorandum of Lease Supplement No. 2 and Partial Termination (1998-NB-T) to be duly executed as of the date and year first above written.

HEAD LESSOR:

COMMUTER RAIL DIVISION OF THE  
REGIONAL TRANSPORTATION AUTHORITY

By:   
Name: Mr. Frank Racibozynski  
Title: Chief Financial Officer

HEAD LESSEE:

METRA 1998-NB-T TRUST, by and through  
Wilmington Trust Company, not in its individual  
capacity, but solely as Trustee

By:   
Name: Anita Roselli  
Title: Financial Services Officer

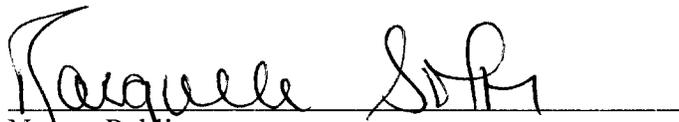
STATE OF Delaware

COUNTY OF New Castle

BEFORE ME, the undersigned notary public, on this day personally appeared ~~Anita Roselli~~ Financial Services Officer of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-NB-T Trust, a statutory business trust established under the laws of the State of Delaware, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-NB-T.

GIVEN under my hand and seal of office this 1 day of June, 2006.

(SEAL)

  
\_\_\_\_\_  
Notary Public

JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires Feb. 4, 2007

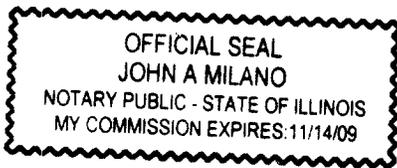
STATE OF ILLINOIS       §

COUNTY OF COOK       §

BEFORE ME, the undersigned notary public, on this day personally appeared Frank Racibozynski, Chief Financial Officer of Commuter Rail Division of The Regional Transportation Authority, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Commuter Rail Division of The Regional Transportation Authority.

GIVEN under my hand and seal of office this 1<sup>st</sup> day of June, 2006.

(SEAL)



  
\_\_\_\_\_  
Notary Public