

RECORDATION NO. 21653-H FILED

JUN 08 '06 12:12 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

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 Loan and Security Agreement Supplement and Release, 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 Loan and Security Agreement previously filed with the Board under Recordation Number 21653-D.

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

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

Lender: AIG-FP (Cayman) Limited  
PO Box 309  
Grand Cayman, Cayman Island B.W.I.

Mr. Vernon A. Williams  
June 8, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 gallery trailer railcar: 7427 ADDED;  
1 gallery trailer railcar: 7488 RELEASED.

A short summary of the document to appear in the index is:

Memorandum of Loan and Security Agreement Supplement and Release.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 21653-H FILED EXECUTION COPY

JUN 08 '06 12:12 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LOAN AND SECURITY AGREEMENT SUPPLEMENT AND  
RELEASE (1998-NB-T)**

Memorandum of Loan and Security Agreement Supplement and Release (1998-NB-T), made and entered into on June 1, 2006 between METRA 1998-NB-T Trust ("Borrower") and AIG-FP Funding (Cayman) Limited ("Lender").

**WITNESSETH:**

A. The undersigned entered into that certain Loan and Security Agreement (1998-NB-T), dated as of September 18, 1998 (the "Security Agreement"), a Memorandum of Loan and Security 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-D.

B. The undersigned have entered into that certain Loan and Security Agreement Supplement and Release (1998-NBT) (the "Supplement"), dated June 1, 2006, by which:

(1) the Borrower has granted a security interest in (x) the Borrower's leasehold interest in that certain gallery trailer car railroad equipment bearing car number 7427 (the "Replacement Item of Equipment"), (y) a sublease and a sublease supplement to the extent relating to the Replacement Item of Equipment, and (z) an equipment pledge agreement and an equipment pledge agreement supplement to the extent relating to such Replacement Item of Equipment, to the Lender in order to secure the Borrower's performance of its obligations as described in the Security Agreement; and

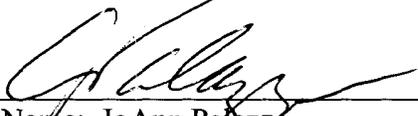
(2) The Lender has agreed to release from the lien and security interest created by the Security Agreement (x) the Borrower's leasehold interest in that certain gallery trailer car railroad equipment bearing car number 7488 (the "Terminated Item of Equipment"), (y) the sublease and the sublease supplement, but only to the extent relating to such Terminated Item of Equipment, and (z) an equipment pledge agreement and an equipment pledge agreement supplement, but only to the extent relating to such Terminated Item of Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Loan and Security Agreement Supplement and Release (1998-NB-T) to be duly executed by their respective officers duly authorized as of the date and year first above written.

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

By:   
Name: \_\_\_\_\_  
Title: **Anita Roseill**  
Financial Services Officer

AIG-FP FUNDING (CAYMAN) LIMITED

By:   
Name: JoAnn Palazzo  
Title: Authorized Signatory

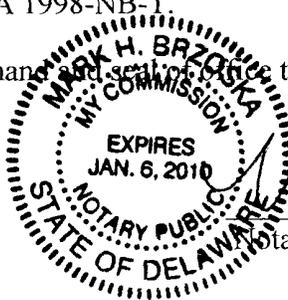
STATE OF Delaware

COUNTY OF New Castle

BEFORE ME, the undersigned notary public, on this day personally appeared Anita Rosem  
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<sup>st</sup> day of June, 2006.

(SEAL)



Mark H. Brzoska  
Notary Public

MARK H. BRZOSKA  
Notary Public - State of Delaware  
My Comm. Expires Jan. 6, 2010

STATE OF CONNECTICUT§

COUNTY OF FAIRFIELD§

BEFORE ME, the undersigned notary public, on this day personally appeared JoAnn Palazzo of, AIG-FP Funding (Cayman) Limited 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 AIG-FP Funding (Cayman) Limited.

GIVEN under my hand and seal of office this 2<sup>nd</sup> day of June, 2006.

(SEAL)

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

**Jane T. Lehn**  
**Notary Public**  
My Commission Expires **Sep. 30, 2009**