

RECORDATION NO. 23308-B FILED

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JAN 3 '01 9-08 AM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 2, 2001

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

Re: New Jersey Transit Trust (NJT 2000-F1)

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 (NJT 2000-F1), dated as of December 21, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number 23308.

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

Lessor:	NJT 2000-F1 Statutory Trust c/o State Street Bank and Trust Company of Connecticut, N.A., solely as Trustee 225 Franklin Street Boston, Massachusetts 02101
Lessee:	New Jersey Transit Corporation One Penn Plaza East Newark, New Jersey 07105

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

Twenty-four (24) light rail passenger cars with New Jersey Transit reporting marks and road numbers 101-116 inclusive and 2001 - 2008 inclusive.

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

Memorandum of Lease Agreement (NJT 2000-F1), dated as of December 21, 2000, between New Jersey Transit Corporation, Lessor, and NJT 2000-F1 Statutory Trust, Lessee, covering Twenty-four (24) light rail passenger cars with New Jersey Transit reporting marks and road numbers 101-116 inclusive and 2001 - 2008 inclusive.

Also enclosed is a check in the amount of \$26.00 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/bjg
Enclosures

MEMORANDUM OF LEASE AGREEMENT (NJT 2000-F1)

Memorandum of Lease Agreement (NJT 2000-F1), made and entered into on December 21, 2000 by and between NJT 2000-F1 Statutory Trust (the "Lessor"), and New Jersey Transit Corporation, as Lessee (the "Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (NJT 2000-F1), dated as of December 21, 2000, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement (NJT 2000-F1).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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SURFACE TRANSPORTATION BOARD

LESSEE:

NEW JERSEY TRANSIT CORPORATION

By: H. Charles Wedel
Name: H. Charles Wedel
Title: Chief Financial Officer and Treasurer

Approved as to form only:
John J. Farmer, Jr.
Attorney General of New Jersey

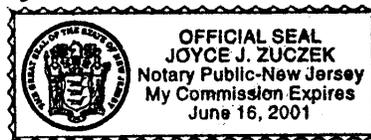
By: Kenneth M. Worton
Kenneth M. Worton, Esq.
Deputy Attorney General

ACKNOWLEDGEMENT

[STATE OF NJ])
[COUNTY OF Essex]) ss.:

On the 20th day of December, 2000, before me personally came H. Charles Wedel, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Lease Agreement; and he acknowledged to me that he executed the same.

Joyce J. Zuczek
Notary Public



DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Equipment Description</u>	<u>Serial Number</u>
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	101
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	102
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	103
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	104
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	105
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	106
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	107
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	108
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	109
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	110
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	111
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	112
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	113
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	114
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	115
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	116
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2001
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2002
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2003
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2004
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2005
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2006
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2007
Passenger Rail Equipment - Kinki Sharyo Light Rail Vehicle	2008