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

OF COUNSEL  
URBAN A. LESTER

September 25, 2002

RECORDATION NO. 24126 FILED

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

SEP 25 '02 5-08 PM  
SURFACE TRANSPORTATION BOARD

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 (2002-A), dated as of September 25, 2002, 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:

Lessor:	MTA 2002-A Trust c/o Wilmington Trust Company, not in its individual capacity, but solely as Trustee under the Trust Agreement (2002-A) Rodney Square North 1100 North Market Street Wilmington, DE 19890-1605
Lessee:	Metropolitan Transportation Authority 347 Madison Avenue 9 <sup>th</sup> Floor New York, NY 10017

Mr. Vernon A. Williams  
September 25, 2002  
Page 2

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

Two hundred and fifty (250) railcars bearing Metropolitan Transportation Authority reporting marks within the series 6361A – 6740A, not inclusive, and within the series 7546A - 7670A, not inclusive, more particularly set forth in Schedule A of the Memorandum of Lease Agreement.

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

Memorandum of Lease Agreement (2002-A).

Also enclosed is a check in the amount of \$30.00 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/anm  
Enclosures

MEMORANDUM OF LEASE AGREEMENT (2002-A) dated as of September 25, 2002, between MTA 2002-A Trust (the "Lessor") and METROPOLITAN TRANSPORTATION AUTHORITY, (the "Lessee"). Capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in Appendix A to the Participation Agreement (2002-A) dated as of September 25, 2002 among Metropolitan Transportation Authority, as Lessee, MTA 2002-A Trust, as Lessor, Grant Transit Co., as Equity Investor, FSA Global Funding Limited, as Series A Lender, Bayerische Hypo-und Vereinsbank Aktiengesellschaft, New York Branch, as Series B Lender and Agent, The Royal Bank of Scotland plc, New York Branch, as Series B Lender and Wilmington Trust Company, as Trustee and in its individual capacity only to the extent expressly provided therein.

WHEREAS, Lessor and Lessee have entered into that certain Lease Agreement (2002-A) dated as of September 25, 2002 (the "Lease") as supplemented by that certain Lease Supplement (2002-A) dated September 25, 2002 (the "Supplement") (the terms of each of which are incorporated herein by reference), covering the mass transit equipment identified in Schedule A hereto, bearing the equipment numbers of Lessee shown in said Schedule A;

WHEREAS, the Lease and the Supplement shall be effective as of the Delivery Date; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

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SEP 25 '02 5-08 PM

SURFACE TRANSPORTATION BOARD

STB  
COPY

IN WITNESS WHEREOF, the parties wish to show for the public record the leasehold interest of the Lessee in said mass transit equipment, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

MTA 2002-A TRUST

BY: WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee under the Trust Agreement (2002-A)

By:   
Name: **Donald G. Mackelcan**  
Title: **Vice President**

METROPOLITAN TRANSPORTATION  
AUTHORITY

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

IN WITNESS WHEREOF, the parties wish to show for the public record the leasehold interest of the Lessee in said mass transit equipment, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

MTA 2002-A TRUST

BY: WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee under the Trust Agreement (2002-A)

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

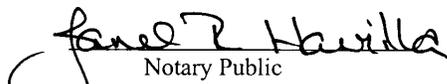
METROPOLITAN TRANSPORTATION AUTHORITY

By: Jerome Page  
Name: Jerome Page  
Title: Delegated Signatory

STATE OF **Delaware** )  
 )ss.:  
COUNTY OF **New Castle** )

On this 18<sup>th</sup> day of September, 2002, before me personally appeared Donald G. MacKalan to me personally known, who, by me being duly sworn, says that he/she is the Vice President of Wilmington Trust Company, that the foregoing instrument was signed on behalf of MTA 2002-A Trust by Wilmington Trust Company, as Trustee under the Trust Agreement (2002-A), and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said MTA 2002-A Trust and Wilmington Trust Company.

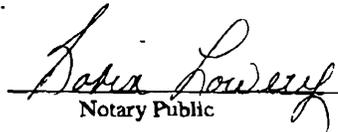
My Commission Expires: \_\_\_\_\_

  
Notary Public

**JANEL R. HAVRILLA**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires Feb. 2, 2005**

STATE OF NEW YORK )  
 )ss.:  
COUNTY OF NEW YORK )

On this 25<sup>th</sup> day of September, 2002, before me personally appeared Jarome Payne to me personally known, who, by me being duly sworn, says that he/she is the Delegated Secretary of Metropolitan Transportation Authority, that the foregoing instrument was signed on behalf of said Metropolitan Transportation Authority by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Metropolitan Transportation Authority.

  
Notary Public

My Commission Expires: \_\_\_\_\_

ROBIN LOWERY  
Notary Public State of New York  
No. 01LO5010868  
Qualified in Bronx County  
Commission Expires April 5, 2013

Schedule A to  
Memorandum of Lease

Equipment

<u>Description</u>	<u>Serial Number</u>	<u>Car Number</u>
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<b>Schedule A (2002-A)</b>			
<b>Bombardier</b>		<b>Kawasaki</b>	
<b>Car #</b>	<b>Trainset #</b>	<b>Car #</b>	<b>Trainset #</b>
6736A	88	7546A	
6737B		7547B	
6738B		7548B	68
6739B		7549B	
6740A		7550A	
6431A	27	7551A	
6432B		7552B	
6433B		7553B	69
6434B		7554B	
6435A		7555A	
6466A	34	7556A	
6467B		7557B	
6468B		7558B	70
6469B		7559B	
6470A		7560A	
6566A	54	7561A	
6567B		7562B	
6568B		7563B	71
6569B		7564B	
6570A		7565A	
6376A	16	7566A	
6377B		7567B	
6378B		7568B	72
6379B		7569B	
6380A		7570A	
6436A	28	7571A	
6437B		7572B	
6438B		7573B	73
6439B		7574B	
6440A		7575A	
6361A	7	7576A	
6362B		7577B	
6363B		7578B	74
6364B		7579B	

<b>Schedule A (2002-A)</b>			
<b>Bombardier</b>		<b>Kawasaki</b>	
<b>Car #</b>	<b>Trainset #</b>	<b>Car #</b>	<b>Trainset #</b>
6365A		7580A	
6366A	14	7581A	
6367B		7582B	
6368B		7583B	75
6369B		7584B	
6370A		7585A	
6371A	15	7586A	
6372B		7587B	
6373B		7588B	76
6374B		7589B	
6375A		7590A	
6386A	18	7591A	
6387B		7592B	
6388B		7593B	77
6389B		7594B	
6390A		7595A	
6391A	19	7596A	
6392B		7597B	
6393B		7598B	78
6394B		7599B	
6395A		7600A	
6401A	21	7601A	
6402B		7602B	
6403B		7603B	79
6404B		7604B	
6405A		7605A	
6381A	17	7606A	
6382B		7607B	
6383B		7608B	80
6384B		7609B	
6385A		7610A	
6396A	20	7611A	
6397B		7612B	
6398B		7613B	81

Schedule A (2002-A)			
Bombardier		Kawasaki	
Car #	Trainset #	Car #	Trainset #
6399B		7614B	
6400A		7615A	
6406A	22		
6407B		7617B	
6408B		7618B	82
6409B		7619B	
6410A		7620A	
6461A	33		
6462B		7622B	
6463B		7623B	83
6464B		7624B	
6465A		7625A	
6471A	35	7626A	
6472B		7627B	
6473B		7628B	84
6474B		7329B	
6475A		7630A	
6481A	37	7631A	
6482B		7632B	
6483B		7633B	85
6484B		7634B	
6485A		7635A	
6491A	39	7636A	
6492B		7637B	
6493B		7638B	86
6494B		7639B	
6495A		7640A	
6496A	40	7641A	
6497B		7642B	
6498B		7643B	87
6499B		7644B	
6500A		7645A	
6486A	38	7646A	
6487B		7647B	

Schedule A (2002-A)			
Bombardier		Kawasaki	
Car #	Trainset #	Car #	Trainset #
6488B		7648B	88
6489B		7649B	
6490A		7650A	
6456A	32	7651A	
6457B		7652B	
6458B		7653B	89
6459B		7654B	
6460A		7655A	
6441A	29	7656A	
6442B		7657B	
6443B		7658B	90
6444B		7659B	
6445A		7660A	
6446A	30	7661A	
6447B		7662B	
6448B		7663B	91
6449B		7664B	
6450A		7665A	
6451A	31	7666A	
6452B		7667B	
6453B		7668B	92
6454B		7669B	
6455A		7670A	

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Lease Agreement with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9-25-02

  
Edward M. Luria