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

December 16, 2002

RECORDATION NO. 24245 FILED

DEC 16 '02 3-44 PM

SURFACE TRANSPORTATION BOARD

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 Agreement (2002-D), dated as of December 17, 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-D Trust c/o Wilmington Trust Company, not in its individual capacity, but solely as Trustee under the Trust Agreement (2002-D) 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  
December 16, 2002  
Page 2

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

One hundred and twenty-five (125) railcars bearing Metropolitan Transportation Authority reporting marks more particularly set forth in Schedule A of the Memorandum of Loan and Security Agreement.

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

Memorandum of Lease Agreement (2002-D).

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-D) dated as of December 17, 2002, between MTA 2002-D 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-D) dated as of December 17, 2002 among Metropolitan Transportation Authority, as Lessee, MTA 2002-D Trust, as Lessor, Wachovia Bank, National Association, as Equity Investor, FSA Global Funding Limited, as Series A Lender, Dexia Crédit Local, New York Agency, as Series B Lender and Agent and Wilmington Trust Company, as Trustee and its individual capacity only to the extent expressly provided therein.

WHEREAS, Lessor and Lessee have entered into that certain Lease Agreement (2002-D) dated as of December 17, 2002 (the "Lease") as supplemented by that certain Lease Supplement (2002-D) dated December 17, 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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SURFACE TRANSPORTATION BOARD

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-D TRUST

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

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

**Patricia A. Evans**  
**Assistant Vice President**

METROPOLITAN TRANSPORTATION  
AUTHORITY

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

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

On this 17<sup>th</sup> day of December, 2002, before me personally appeared Patricia Evans, to me personally known, who, by me being duly sworn, says that he/she is the ASST. VICE PRESIDENT of Wilmington Trust Company, that the foregoing instrument was signed on behalf of MTA 2002-D Trust by authority of Wilmington Trust Company, as Trustee under the Trust Agreement (2002-D), and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said MTA 2002-D Trust and Wilmington Trust Company.

Anita C. Bullock  
Notary Public

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

ANITA C. BULLOCK  
NOTARY PUBLIC  
My Commission Expires August 3, 2003

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-D TRUST

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

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

METROPOLITAN TRANSPORTATION  
AUTHORITY

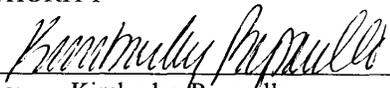
By:  \_\_\_\_\_  
Name: Kimberley Papanello  
Title: Director of Finance



EXHIBIT A

<i>Bombardier Wachovia MTA II cars</i>	<i>Bombardier Wachovia MTA II cars</i>	<i>Bombardier Wachovia MTA II cars</i>	<i>Kawasaki Wachovia MTA II cars</i>
CAR #	CAR #	CAR #	CAR #
6571A	7015A	7059B	7671A
6572B	7016A	7060A	7672B
6573B	7017B	7061A	7673B
6574B	7018B	7062B	7674B
6575A	7019B	7063B	7675A
6801A	7020A	7064B	7676A
6802B	7021A	7065A	7677B
6803B	7022B	7066A	7678B
6804B	7023B	7067B	7679B
6805A	7024B	7068B	7680A
6916A	7025A	7069B	7681A
6917B	7026A	7070A	7682B
6918B	7027B	7071A	7683B
6919B	7028B	7072B	7684B
6920A	7029B	7073B	7685A
6996A	7030A	7074B	7686A
6997B	7031A	7075A	7687B
6998B	7032B	7076A	7688B
6999B	7033B	7077B	7689B
7000A	7034B	7078B	7690A
7001B	7035A	7079B	7691A
7002B	7036A	7080A	7692B
7003B	7037B	7081A	7693B
7004B	7038B	7082B	7694B
7005A	7039B	7083B	7695A
7006A	7040A	7084B	
7007B	7051A	7085A	
7008B	7052B	7086A	
7009B	7053B	7087B	
7010A	7054B	7088B	
7011A	7055A	7089B	
7012B	7056A	7090A	(125 cars)
7013B	7057B		
7014B	7058B		