

RECORDATION NO. 24246 FILED

DEC 16 '02 3-54 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

December 16, 2002

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-E), 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-E Trust c/o Wilmington Trust Company, not in its individual capacity, but solely as Trustee under the Trust Agreement (2002-E) 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:

Thirty-five (35) 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-E).

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-E) dated as of December 17, 2002, between MTA 2002-E 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-E) dated as of December 17, 2002 among Metropolitan Transportation Authority, as Lessee, MTA 2002-E Trust, as Lessor, Textron Financial Corporation, 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-E) dated as of December 17, 2002 (the "Lease") as supplemented by that certain Lease Supplement (2002-E) 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.

RECORDATION NO. 24246 FILED

DEC 16 '02 3-54 PM

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-E TRUST

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

By: \_\_\_\_\_  
Name: **Patricia A. Evans**  
Title: **Assistant Vice President**

METROPOLITAN TRANSPORTATION  
AUTHORITY

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

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

On this 11<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-E Trust by authority of Wilmington Trust Company, as Trustee under the Trust Agreement (2002-E), and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said MTA 2002-E Trust and Wilmington Trust Company.

Antia E. Rollop  
Notary Public

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

NOTARY PUBLIC  
STATE OF DELAWARE  
My Comm. Expires 12/31/2003

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-E TRUST

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

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

METROPOLITAN TRANSPORTATION  
AUTHORITY

By:   
Name:  
Title:

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

On this \_\_\_\_\_ day of December, 2002, before me personally appeared Kimberley Paparella, to me personally known, who, by me being duly sworn, says that he/she is the Director of Finance 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.

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

  
\_\_\_\_\_  
Notary Public  
Gail Cook  
Notary Public, State of New York  
No. 01C06042644  
Qualified in Bronx County  
Commission Expires May 30, 20 06

EXHIBIT A

*Textron MTA*

CAR #

7696A

7697B

7698B

7699B

7700A

7701A

7702B

7703B

7704B

7705A

7706A

7707B

7708B

7709B

7710A

7711A

7712B

7713B

7714B

7715A

7716A

7717B

7718B

7719B

7720A

7721A

7722B

7723B

7724B

7725A

7726A

7727B

7728B

7729B

7730A

(35 cars)