

RECORDATION NO. 24615 FILED

SEP 29 '03

4:15 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

September 29, 2003

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

Re: New Jersey Transit Trust (NJT ALP46 2003)

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 (NJT ALP46 2003), dated as of September 29, 2000, 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:	NJT ALP46 Leasing Trust 2003 c/o Wilmington Trust Company, not in its individual capacity, but solely as Trustee under the Trust Agreement (NJT ALP46 20) Rodney Square North 1100 North Market Street Wilmington, DE 19890-1605
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-two (22) Bombardier ALP46 locomotives with New Jersey Transit reporting marks and road numbers 4600 – 4621.

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

Memorandum of Lease Agreement.

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/bjg
Enclosures

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MEMORANDUM OF LEASE (NJT ALP46 2003)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease made and entered into as of September 29th, 2003 between NJT ALP46 LEASING TRUST 2003, a Delaware statutory Trust as lessor ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey, as lessee ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (NJT ALP46 2003), dated September 29th, 2003, whereby Lessor has leased to Lessee certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

NJT ALP46 LEASING TRUST 2003,
as Lessor

By WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Trustee

By [Signature]
Name: **W. Chris Sponenberg**
Title: **Vice President**

Executed on this 29th day of September, 2003.

NEW JERSEY TRANSIT CORPORATION

By [Signature]
Name: **Robert Webb**
Title: **Mgr. Project Finance**

Executed on this 29th day of September, 2003.

STATE OF New York)
COUNTY OF New York)

SS:

On this 29th of September, 2003, before me personally appeared W. CHRIS SPONENBERG, to me personally known, who being duly sworn, stated that he is VICE PRESIDENT of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires: MAY 8, 2007

(seal) LILLIAN BLACKWOOD Lillian Blackwood
Notary Public, State of New York Notary Public
No. 31-4950650
Certificate Filed in New York County
Commission Expires May 8, 2007

STATE OF NS)
COUNTY OF Essex)

SS:

On this 26th of September, 2003, before me personally appeared Robert Webb, to me personally known, who being duly sworn, stated that he is Manager - Project Finance of NEW JERSEY TRANSIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires: _____

(seal) Michael J. Walsh
Notary Public Attorney-at-Law, State of NS

EXHIBIT A

EQUIPMENT LIST
Passenger Rail Equipment - Heavy Rail Transit Vehicles

<u>CAR TYPE</u>	<u>SUPPLIER</u>	<u>MODEL</u>	<u>CAR NO.</u>
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4600
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4601
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4602
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4603
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4604
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4605
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4606
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4607
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4608
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4609
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4610
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4611
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4612
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4613
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4614
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4615
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4616
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4617
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4618
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4619
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4620
Passenger Rail Equipment - Locomotive	Bombardier	ALP46	4621

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/26/03



Robert W. Alvord