

RECORDATION NO. 20611-E FILED

OCT 01 '03 1:05 PM

SURFACE TRANSPORTATION BOARD

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

September 25, 2003

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 copies each of a Memorandum of Amended and Restated Head Lease Agreement (Equipment Lot NB), dated as of September 26, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under Recordation Number 20611-A.

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

Head Lessor: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105

Head Lessee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Mr. Vernon A. Williams  
September 25, 2003  
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A description of the railroad equipment covered by the enclosed documents is:

48 railcars with New Jersey Transit Corporation reporting marks and the following road numbers: 5020-5029, 5250-5264 and 5535-5557.

A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Amended and Restated Head Lease Agreement  
(Equipment Lot NB)

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 each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

MEMORANDUM OF AMENDED AND RESTATED HEAD LEASE AGREEMENT (EQUIPMENT LOT NB) dated as of 26 September, 2003, between NEW JERSEY TRANSIT CORPORATION (the "Head Lessor") and WILMINGTON TRUST COMPANY (the "Head Lessee"), not in its individual capacity, but solely as Trustee under the Amended and Restated Trust Agreement (Equipment Lot NB). Capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in Appendix A to the Amended and Restated Participation Agreement (Equipment Lot NB) dated as of 26 September, 2003 among Head Lessor, Head Lessee, Bank of America, N.A., as Beneficiary, and AIG-FP Funding (Cayman) Limited, a Lender.

WHEREAS, Head Lessor and William J. Wade, as predecessor in interest to Head Lessee, heretofore entered into that certain Head Lease Agreement (Equipment Lot NB), dated as of April 1, 1997 (the "Original Head Lease"), which Original Head Lease was recorded with the Surface Transportation Board on April 2, 1997 and assigned recordation number 20611;

WHEREAS, William J. Wade has resigned as Trustee and Head Lessee has succeeded to his role as Trustee;

WHEREAS, Head Lessor and Head Lessee have entered into that certain Amended and Restated Head Lease Agreement (Equipment Lot NB) dated as of September 26, 2003 (the "Head Lease") (the terms of which are incorporated herein by reference), covering the equipment identified in Schedule A hereto, bearing the identification numbers of Head Lessor shown in said Schedule A, which amends and restates in its entirety the Original Head Lease;

WHEREAS, the parties hereto wish to show for the public record the amendment and restatement of the Original Head Lease; 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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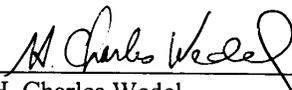
IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of said equipment by the Head Lessor and the leasehold interest of the Head Lessee therein, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

Approved as to form only by:

NEW JERSEY TRANSIT CORPORATION

Peter C. Harvey  
Attorney General of New Jersey

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

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

WILMINGTON TRUST COMPANY, not in its individual capacity, except as otherwise expressly set forth herein, but solely as Trustee under the Amended and Restated Trust Agreement (Equipment Lot NB)

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

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

Approved as to form only by:

NEW JERSEY TRANSIT CORPORATION

Peter C. Harvey  
Attorney General of New Jersey

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

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

WILMINGTON TRUST COMPANY, not in its individual capacity, except as otherwise expressly set forth herein, but solely as Trustee under the Amended and Restated Trust Agreement (Equipment Lot NB)

By: \_\_\_\_\_  
Name: Janel R. Havrilla  
Title: Financial Services Officer

STATE OF NEW JERSEY            )  
  )ss.:  
COUNTY OF ESSEX                )

On this 26<sup>th</sup> day of September, 2003, before me personally appeared H. Charles Wedel, to me personally known, who, by me being duly sworn, says that he is the Chief Financial Officer and Treasurer of New Jersey Transit Corporation, that the foregoing instrument was signed on behalf of said New Jersey Transit Corporation, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said New Jersey Transit Corporation.

**MARGUERETE J. GRAVES**  
NOTARY PUBLIC OF NEW JERSEY  
I.D. No. 2057087  
My Commission Exp. Dec. 23, 2004

  
Notary Public

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

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

On this 24 day of September, 2003, before me personally appeared Janel R. Havilla, to me personally known, who, by me being duly sworn, says that he/she is the Financial Services Officer of Wilmington Trust Company, that the foregoing instrument was signed on behalf of said Wilmington Trust Company, as Trustee under the Amended and Restated Trust Agreement (Equipment Lot NB), 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 Wilmington Trust Company.

Heather L. Maier  
Notary Public

HEATHER L. MAIER  
NOTARY PUBLIC - DELAWARE

My Commission Expires: My Commission Expires June 12, 2005

Schedule A to  
Memorandum of Head Lease

<b>Identification Numbers</b>	<b>Equipment Description</b>
5020	Cab
5021	Cab
5022	Cab
5023	Cab
5024	Cab
5025	Cab
5026	Cab
5027	Cab
5028	Cab
5029	Cab
5250	Trailer w/toilet
5251	Trailer w/toilet
5252	Trailer w/toilet
5253	Trailer w/toilet
5254	Trailer w/toilet
5255	Trailer w/toilet
5256	Trailer w/toilet
5257	Trailer w/toilet
5258	Trailer w/toilet
5259	Trailer w/toilet
5260	Trailer w/toilet
5261	Trailer w/toilet
5262	Trailer w/toilet
5263	Trailer w/toilet
5264	Trailer w/toilet
5535	Trailer w/o toilet
5536	Trailer w/o toilet
5537	Trailer w/o toilet
5538	Trailer w/o toilet
5539	Trailer w/o toilet
5540	Trailer w/o toilet
5541	Trailer w/o toilet
5542	Trailer w/o toilet
5543	Trailer w/o toilet
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5549	Trailer w/o toilet
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5552	Trailer w/o toilet
5553	Trailer w/o toilet
5554	Trailer w/o toilet
5555	Trailer w/o toilet
5556	Trailer w/o toilet
5557	Trailer w/o toilet