

RECORDATION NO. 21653-9 FILED

JUN 08 '06 12:07 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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June 8, 2006

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 Sublease Supplement No. 2 and Partial Termination, dated as of June 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Sublease Agreement and Memorandum of Sublease Supplement previously filed with the Board under Recordation Numbers 21653-B and 21653-C respectively.

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

Sublessor: METRA 1998-NB-T Trust
c/o Wilmington Trust Company
1100 N Market St
Wilmington DE 19890

Sublessee: Commuter Rail Division of the Regional
Transportation Authority
547 W Jackson Blvd, 2nd Fl
Chicago IL 60611

Mr. Vernon A. Williams
June 8, 2006
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A description of the railroad equipment covered by the enclosed document
is:

1 gallery trailer railcar: 7427 ADDED;
1 gallery trailer railcar: 7488 TERMINATED.

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

Memorandum of Sublease Supplement No. 2 and Partial Termination.

Also enclosed is a check in the amount of \$34.00 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/sem
Enclosures

21653-5
FILED

EXECUTION COPY

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF SUBLEASE SUPPLEMENT NO. 2 AND PARTIAL
TERMINATION (1998-NB-T)**

Memorandum of Sublease Supplement No. 2 and Partial Termination (1998-NB-T), made and entered into on June 1, 2006 by and between METRA 1998-NB-T Trust ("Sublessor") and Commuter Rail Division of the Regional Transportation Authority ("Sublessee").

WITNESSETH:

A. The undersigned entered into:

1. that certain Sublease Agreement (1998-NB-T), dated as of September 18, 1998 (the "Sublease"), a Memorandum of Sublease Agreement (1998-NB-T), dated September 18, 1998, in respect of which was filed with the Surface Transportation Board on September 18, 1998 at 3:56 p.m. under Recordation Number 21653-B; and

2. that certain Sublease Supplement (1998-NB-T), dated September 18, 1998 (the "Sublease Supplement"; and, together with the Sublease, collectively, the "Lease"), a Memorandum of Sublease Supplement (1998-NB-T), dated September 18, 1998, in respect of which was filed with the Surface Transportation Board on September 18, 1998 at 3:56 p.m. under Recordation Number 21653-C.

B. The undersigned have entered into that certain Sublease Supplement No. 2 and Partial Termination (1998-NB-T), dated June 1, 2006, whereby:

1. the Sublessor has agreed to sublease to the Sublessee and the Sublessee has agreed to sublease from the Sublessor certain gallery trailer car railroad equipment bearing car number 7427; and

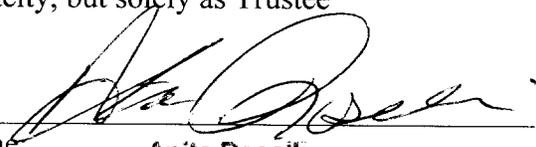
2. the Sublessor has agreed to terminate the Lease with respect to that certain gallery trailer car railroad equipment bearing car number 7488.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Sublessor and Sublessee hereto have each caused this Memorandum of Sublease Supplement No. 2 and Partial Termination (1998-NB-T) to be duly executed as of the date and year first above written.

SUBLESSOR:

METRA 1998-NB-T TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

By: 

Name:

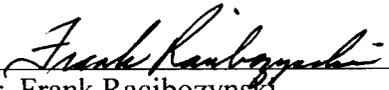
Anita Roseilli

Title:

Financial Services Officer

SUBLESSEE:

COMMUTER RAIL DIVISION OF THE
REGIONAL TRANSPORTATION AUTHORITY

By: 
Name: Mr. Frank Racibozynski
Title: Chief Financial Officer

STATE OF Delaware §

COUNTY OF New Castle §

BEFORE ME, the undersigned notary public, on this day personally appeared ~~_____~~ ^{Anita Roselli} ~~Financial Services Officer~~ of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-NB-T Trust, a statutory business trust established under the laws of the State of Delaware, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-NB-T.

GIVEN under my hand and seal of office this 1 day of June, 2006.

(SEAL)



Notary Public

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

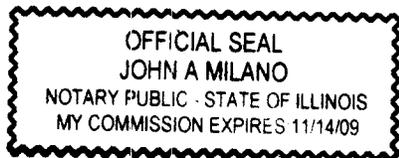
STATE OF ILLINOIS §

COUNTY OF COOK §

BEFORE ME, the undersigned notary public, on this day personally appeared Name: Mr. Frank Racibozynski, Chief Financial Officer of Commuter Rail Division of The Regional Transportation Authority, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Commuter Rail Division of The Regional Transportation Authority.

GIVEN under my hand and seal of office this *1st* day of June, 2006.

(SEAL)



[Handwritten Signature]

Notary Public