

REGISTRATION NO. 21653-I FILED

JUN 08 '06 12:19 PM

SURFACE TRANSPORTATION BOARD

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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 Equipment Pledge Agreement Supplement and Release, 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 Equipment Pledge Agreement previously filed with the Board under Recordation Number 21653-E.

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

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

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

Mr. Vernon A. Williams  
June 8, 2006  
Page 2

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

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

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

Memorandum of Equipment Pledge Agreement Supplement and Release.

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

RECORDATION NO.

21653-T  
FILED

JUN 08 '06

12:19 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF EQUIPMENT PLEDGE AGREEMENT SUPPLEMENT AND  
RELEASE (1998-NB-T)**

Memorandum of Equipment Pledge Agreement Supplement and Release (1998-NB-T), made and entered into on June 1, 2006 by and between Commuter Rail Division of the Regional Transportation Authority ("Pledgor") and METRA 1998-NB-T Trust ("Pledgee").

**WITNESSETH:**

A. The undersigned entered into that certain Equipment Pledge Agreement (1998-NB-T), dated as of September 18, 1998 (the "Pledge Agreement"), a Memorandum of Equipment Pledge 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-E.

B. The undersigned have entered into that certain Equipment Pledge Agreement Supplement and Release (1998-NB-T), dated June 1, 2006, whereby:

1. the Pledgor has agreed to pledge to the Pledgee as collateral security its right, title and interest in that certain gallery trailer car railroad equipment bearing car number 7427 in order to secure the Pledgor's performance of its obligations as described in said Pledge Agreement; and

2. The Pledgee has agreed to release from the lien and security interest created by the Pledge Agreement that certain gallery trailer car railroad equipment bearing car number 7488.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Equipment Pledge Agreement Supplement and Release (1998-NB-T) to be duly executed as of the date and year first above written.

COMMUTER RAIL DIVISION OF THE  
REGIONAL TRANSPORTATION AUTHORITY

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

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

By:   
Name: \_\_\_\_\_  
Title: **Anita Roselli**  
Financial Services Officer

STATE OF ILLINOIS}§

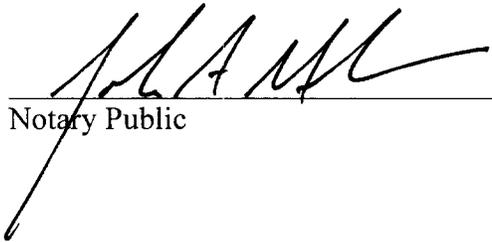
COUNTY OF COOK}§

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 15<sup>th</sup> day of June, 2006.

(SEAL)



  
\_\_\_\_\_  
Notary Public

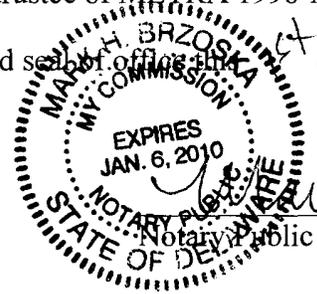
STATE OF Delaware

COUNTY OF New Castle

BEFORE Mark H. Brzoska, the undersigned notary public, on this day personally appeared Onto Russell, 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 14th day of June, 2006.

(SEAL)



A handwritten signature in black ink, appearing to read "Mark H. Brzoska", written over a horizontal line.

MARK H. BRZOSKA  
Notary Public - State of Delaware  
My Comm. Expires Jan. 6, 2010