

RECORDATION NO. 216817 FILED

FEB 22 '07 -11 21 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

February 22, 2007

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, dated as of February 21, 2007, 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: Handelsbanken Finans AB (publ)  
Torsgatan 12  
Stockholm SE-106 35  
Sweden

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, NJ 07105

Mr. Vernon A. Williams  
February 22, 2007  
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A description of the railroad equipment covered by the enclosed document is:

There is no equipment associated with this filing. Equipment will be added by later supplements.

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

Memorandum of Lease.

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE

This Memorandum of Lease is made and entered into as <sup>SURFACE TRANSPORTATION BOARD</sup> of February 21, 2007 between HANDELSBANKEN FINANS AB (publ), (556053-0841), a credit market company duly incorporated and existing under the laws of Sweden, whose registered office is at Torsgatan 12, SE-106 35 Stockholm, Sweden, 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, having an address at One Penn Plaza East, Newark, New Jersey, 07105, as Lessee ("Lessee").

## WITNESSETH:

The undersigned have entered into that certain Lease Agreement dated February 21, 2007, whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain multi-level commuter rail passenger cars bearing descriptions and identification numbers as shall be identified in each supplement to said Lease Agreement (each a "Lease Supplement"), effective as of the date set forth in each Lease Supplement and subject to the terms defined in said Lease Agreement.

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

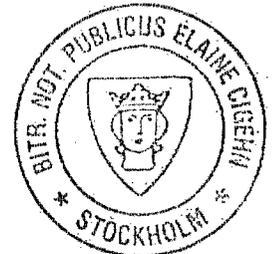
HANDELSBANKEN FINANS AB (publ)

By \_\_\_\_\_

Name: Sven ArillTitle: VP

NEW JERSEY TRANSIT CORPORATION

By \_\_\_\_\_

Name: H. Charles WedelTitle: CEO

**ACKNOWLEDGEMENT**

On this 21<sup>st</sup> day of February, 2007, before me personally appeared Sven Grill, who stated that he is the person who executed the foregoing instrument as a duly authorized signatory under power of attorney of HANDELSBANKEN FINANS AB (publ), the entity named in the foregoing instrument, and is duly authorized to act on behalf of said entity, and being informed of the contents hereof, acknowledged execution of the foregoing instrument on behalf of said entity.

Witness my hand and official seal, this 21st day of February, 2007.

My Commission Expires: February 27, 2007



*Elaine Cigeha*  
Deputy Notary Public Elaine Cigeha

ACKNOWLEDGEMENT

On this 21<sup>st</sup> day of February, 2007, before me personally appeared H. Charles Wedel, who stated that he is the person who executed the foregoing instrument as Chief Financial Officer of New JERSEY TRANSIT CORPORATION, the entity named in the foregoing instrument, and is duly authorized to act on behalf of said entity, and being informed of the contents hereof, acknowledged execution of the foregoing instrument on behalf of said entity.

Witness my hand and official seal, this 21st day of February, 2007.

My Commission Expires: February 27, 2007



*Elaine Cigéhn*  
Deputy Notary Public Elaine Cigéhn

**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: 2/21/07



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Robert W. Alvord