

RECORDATION NO. 26817-A FILED

FEB 22 '07 - 11 30 AM

SURFACE TRANSPORTATION BOARD

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

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 Security Agreement, dated as of February 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number _____.

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

Lessor/Grantor Handelsbanken Finans AB (publ)
Torsgatan 12
Stockholm SE-106 35
Sweden

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

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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 Security Agreement.

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

MEMORANDUM OF SECURITY AGREEMENT

FEB 22 '07

-11 3 0 AM

This Memorandum of Security Agreement is made and entered into as 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").

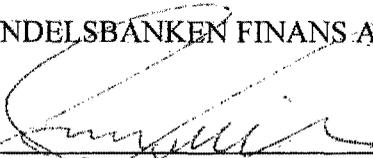
WITNESSETH:

The undersigned have entered into that certain Security Agreement dated February 21, 2007, whereby Lessor has granted a security interest to the Lessee in certain multi-level commuter rail passenger cars bearing the descriptions and identification numbers as shall be identified in each supplement to said Security Agreement in order to secure the Lessor's performance of its obligations as described in said Security Agreement.

Lessor and Lessee acknowledge and affirm that this Memorandum of Security Agreement is not a summary of said Security Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Security Agreement and the provisions of the Security Agreement, the provisions of the Security Agreement shall control.

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

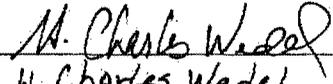
HANDELSBANKEN FINANS AB (publ)

By 

Name: Sven Grill

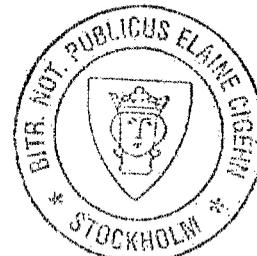
Title: VP

NEW JERSEY TRANSIT CORPORATION

By 

Name: H. Charles Wedel

Title: CFO

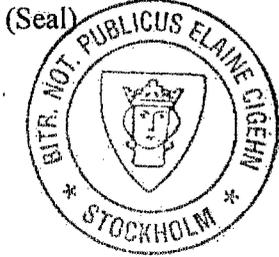


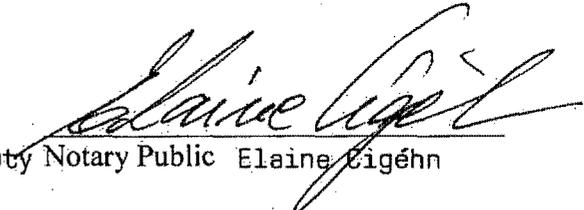
ACKNOWLEDGEMENT

On this 21st 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



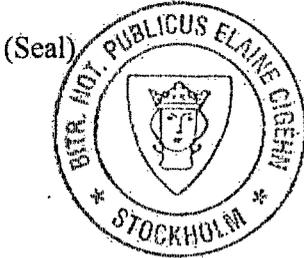

Deputy Notary Public Elaine Cigéhn

ACKNOWLEDGEMENT

On this 21st 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 Cigéhr
Deputy Notary Public Elaine Cigéhr

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



Robert W. Alvord