

RECORDATION NO. 26837-69 FILED

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SURFACE TRANSPORTATION BOARD

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

April 30, 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 Replacement Appendix No. 3, dated as of April 29, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Security Agreement and Security Replacement Appendix No. 1 and No. 2 previously filed with the Board under Recordation Numbers 26837-A, 26837-C and 26837-E, respectively.

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

Grantor/Lessor: SNC FEEDER 4
17, cours Valmy
Puteaux, 92800
France

Grantee/Lessee: 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:

10 passenger railcars bearing New Jersey Transit road numbers 7200, 7203 - 7205, 7502, 7507 - 7511.

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

Memorandum of Security Replacement Appendix No. 3.

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

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MEMORANDUM OF SECURITY REPLACEMENT APPENDIX NO. 3 SURFACE TRANSPORTATION BOARD

This Memorandum of Security Replacement Appendix No. 3 is made and entered into as of this 29th day of April, 2007 between SNC FEEDER 4, a *société en nom collectif*, whose registered office is at 17, cours Valmy, 92800, Puteaux, France, 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 28, 2007, (the "Security Agreement") by which the Lessor has granted a security interest to the Lessee in order to secure the Lessor's performance of certain obligations as described in the Security Agreement.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 5, 2007 at 9:00 a.m. under Recordation Number 26837-A.

The undersigned have entered into that certain Replacement of Appendix No. 1 dated March 26, 2007, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A Memorandum of said Security Replacement Appendix No. 1 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 27, 2007 at 11:58 a.m. under Recordation Number 26837-C.

The undersigned have entered into that certain Replacement of Appendix No. 2 dated April 14, 2007, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A Memorandum of said Security Replacement Appendix No. 2 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on April 17, 2007 at 9:05 a.m. under Recordation Number 26837-E.

The undersigned have entered into that certain Replacement of Appendix No. 3 dated April 29, 2007, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached hereto.

I certify that this instrument was signed on behalf of SNC FEEDER 4 by Frederic R. B. D. S. a duly authorized signatory of SNC FEEDER 4 and I acknowledge that the execution of the foregoing instrument was the free act and deed of SNC FEEDER 4. I further declare under penalty of perjury that the foregoing is true and correct.

	By: 
	Name: JEROME J. GAGNIER
	Title: DIRECTOR S.C.
	Date:

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Replacement Appendix No. 3 to be duly executed by their respective, duly authorized representatives as of the date and year first above written.

SNC FEEDER 4

By Sunday
Name: F. SARDON
Title: Director General AIR 3412

NEW JERSEY TRANSIT CORPORATION

By _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Replacement Appendix No. 3 to be duly executed by their respective, duly authorized representatives as of the date and year first above written.

SNC FEEDER 4

By _____

Name:

Title:

NEW JERSEY TRANSIT CORPORATION

By Robert Webb

Name: Robert Webb

Title: Manager, Project Finance

EXHIBIT A

All right, title and interest of the Lessor in the following:

(a)

<u>Equipment Description</u>	<u>Type</u>	<u>Railcar Identification Number</u>
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7200
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7508
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7509
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7203
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7204
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7502
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7510
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7205
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7507
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7511

Each of the above-listed multi-level commuter rail passenger cars is herein called an "Item of Equipment"; and

- (b) All parts of each Item of Equipment, wherever located, whether now owned or hereafter acquired, in which Lessor shall have or acquire an interest. As used herein, "Part" means any and all items constituting part of an Item of Equipment, including appliances, components, instruments, parts, appurtenances, accessories and peripheral and miscellaneous equipment (including replacement parts and equipment) that may from time to time be incorporated or installed in or attached to an Item of Equipment.

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:

4/30/07



Robert W. Alvord