

RECORDATION NO. 26837-X FILED

SEP 17 '07 -1 16 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

September 17, 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 Replacement Schedule No. 12, dated as of September 14, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26837.

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

Lessor:	SNC FEEDER 4 17, cours Valmy Puteaux, 92800 France
Lessee:	New Jersey Transit Corporation One Penn Plaza East Newark, New Jersey 07105

Mr. Vernon A. Williams  
September 17, 2007  
Page 2

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

35 passenger railcars bearing New Jersey Transit road numbers 7003 - 7005, 7200, 7203 - 7214 and 7507 - 7525.

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

Memorandum of Replacement Schedule No. 12.

Also enclosed is a check in the amount of \$35.00 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 REPLACEMENT SCHEDULE NO. 12

SURFACE TRANSPORTATION BOARD

This Memorandum of Replacement Schedule No. 12 is made and entered into as of this 14<sup>th</sup> day of September, 2007 between SNC FEEDER 4, *société en nom collectif*, whose registered office is at 17, cours Valmy, 92800, Puteaux, France, as 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.

**WITNESSETH:**

The undersigned have entered into that certain Crédit-Bail Agreement dated February 28, 2007, (the "Crédit-Bail Agreement") effective as of the date set forth therein and subject to the terms defined in said Crédit-Bail Agreement.

A memorandum of said Crédit-Bail 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.

The undersigned have entered into that certain Replacement Schedule No. 1 dated March 26, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement were made applicable to certain multi-level commuter rail passenger cars as described and bearing the identification numbers listed on Exhibit A attached thereto.

A Memorandum of said Replacement Schedule 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 11:49 a.m. under Recordation Number 26837-B.

The undersigned have entered into that certain Replacement Schedule No. 2 dated April 14, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule 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 9:00 a.m. under Recordation Number 26837-D.

The undersigned have entered into that certain Replacement Schedule No. 3 dated April 29, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule No. 3 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on April 30, 2007 at 3:53 p.m. under Recordation Number 26837-F.

The undersigned have entered into that certain Replacement Schedule No. 4 dated June 21, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule No. 4 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on June 22, 2007 at 10:30 a.m. under Recordation Number 26837-H.

The undersigned have entered into that certain Replacement Schedule No. 5 dated June 28, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule No. 5 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on June 29, 2007 at 9:15 a.m. under Recordation Number 26837-J.

The undersigned have entered into that certain Replacement Schedule No. 6 dated July 16, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule No. 6 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on July 23, 2007 at 11:00 a.m. under Recordation Number 26837-L.

The undersigned have entered into that certain Replacement Schedule No. 7 dated July 27, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule No. 7 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on July 31, 2007 at 9:00 a.m. under Recordation Number 26837-N.

The undersigned have entered into that certain Replacement Schedule No. 8 dated August 1, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule No. 8 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on August 2, 2007 at 2:02 p.m. under Recordation Number 26837-P.

The undersigned have entered into that certain Replacement Schedule No. 9 dated August 10, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule No. 9 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on August 21, 2007 at 8:00 a.m. under Recordation Number 26837-R.

The undersigned have entered into that certain Replacement Schedule No. 10 dated August 22, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable 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 Replacement Schedule No. 10 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on August 23, 2007 at 10:50 a.m. under Recordation Number 26837-T.

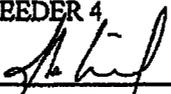
The undersigned have entered into that certain Replacement Schedule No. 11 dated August 31, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A Memorandum of said Replacement Schedule No. 11 was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 4, 2007 at 1:41 p.m. under Recordation Number 26837-V.

The undersigned have entered into that certain Replacement Schedule No. 12 dated September 14, 2007, whereby the terms and provisions of the above-described Crédit-Bail Agreement are made applicable to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached hereto.

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

SNC FEEDER 4

By 

Name: DAEIE LE RUMED

Title: Attorney in fact

NEW JERSEY TRANSIT CORPORATION

By \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Replacement Schedule 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

I certify that this instrument was signed by DAVID LE RARD on behalf of SNC FEEDER 4 pursuant to a power of attorney 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.

SNC FEEDER 4

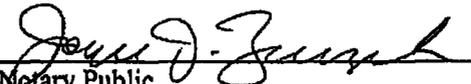
By Surdan  
Name: Fredrick Surdon  
Title: Gen Mgr  
Date:

STATE OF NEW JERSEY )  
 )  
COUNTY OF ESSEX ) SS:

On this 13<sup>th</sup> day of September, 2007, before me personally appeared Robert Webb, to me personally known, who being duly sworn, stated that he is Manager of Project Finance of NEW JERSEY TRANSIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires: June 16, 2011

(seal)

  
Notary Public

**JOYCE J. ZUCZEK  
NOTARY PUBLIC OF NEW JERSEY  
COMMISSION EXPIRES JUNE 16, 2011**

**EXHIBIT A**

<u>Equipment Description</u>	<u>Type</u>	<u>Railcar Identification Number</u>	<u>Delivery Date</u>
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7200	February 28, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7508	March 26, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7509	March 26, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7203	April 14, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7204	April 14, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7510	April 14, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7205	April 29, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7507	April 29, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7511	April 29, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7513	June 21, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7514	June 21, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7512	June 28, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7206	June 28, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7207	June 28, 2007

**EXHIBIT A (con't)**

<u>Equipment Description</u>	<u>Type</u>	<u>Railcar Identification Number</u>	<u>Delivery Date</u>
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7208	July 16, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7515	July 16, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7210	July 27, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7516	July 27, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7003	August 1, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7209	August 1, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7517	August 1, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7004	August 10, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7211	August 10, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7518	August 10, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7519	August 10, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7212	August 22, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7213	August 22, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7520	August 22, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7005	August 31, 2007

Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7214	August 31, 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7521	September <del>14</del> , 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7522	September <del>14</del> , 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7523	September <del>14</del> , 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7524	September <del>14</del> , 2007
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7525	September <del>14</del> , 2007

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: 9/17/07



\_\_\_\_\_  
Robert W. Alvord