RECORDATION NO. 24246-B
FILED November 30, 2012 03:15 PM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

November 30, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease and Loan Termination, dated as November 30, 2012, 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 24246 and 24246-A.

The name and address of the party to the enclosed document are:

Lessor: MTA 2002-D Trust
c/o Wilmington Trust Company, not in its individual capacity, but solely as Trustee under the Trust Agreement (2002-D)
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-1605

Lessee: Metropolitan Transportation Authority
347 Madison Avenue
9th Floor
New York, NY 10017

Series A Lender: FSA Global Funding Limited
c/o QSPV Limited
P.O. Box 1093 GT
South Church Street
George Town, Grand Cayman
Cayman Islands

Series B Lender
and Agent: Dexia Crédit Local, New York Agency
445 Park Avenue, 8th Floor
New York, NY 10022

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

35 subway cars bearing car numbers within the series 7696A – 7730A as more particularly set forth in the attachment to the document.

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

Memorandum of Lease and Loan Termination.

Also enclosed is a check in the amount of $42.00 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,

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO. 24246-B
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION

THIS MEMORANDUM OF LEASE AND LOAN AGREEMENT TERMINATION, dated as of November 30, 2012, by and among METROPOLITAN TRANSPORTATION AUTHORITY (*"Lessee"*), MTA 2002-E TRUST (*"Lessor"*), FSA GLOBAL FUNDING LIMITED (the *"Series A Lender"*) and DEXIA CREDIT LOCAL, NEW YORK BRANCH (the *"Agent"* and *"Series B Lender"*). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Loan Agreement (defined below).

WHEREAS, the Lessor, as lessor, and Lessee, as lessee, entered into that certain Lease Agreement (2002-E), dated as of December 17, 2002 (as amended, modified and/or supplemented from time to time, the *"Lease"*) covering the mass transit equipment identified on Schedule A hereto (the "*Equipment*"), a memorandum of which was recorded with the Surface Transportation Board (*"STB"*) on December 16, 2002 at 3:54 pm under Recordation No. 24246 covering the Equipment described therein;

WHEREAS, the Lessor, the Series A Lender and the Series B Lender entered into that certain Loan and Security Agreement (2002-E), dated as of December 17, 2002 (as amended, modified and/or supplemented from time to time, the *"Loan Agreement"*), a memorandum of which was recorded on December 16, 2002 at 4:00 p.m. under Recordation No. 24246-A covering the Equipment described therein;

WHEREAS, effective the date hereof, the Lease with respect to the Equipment is terminated and the Lien of the Loan Agreement is released with respect to the Equipment;

WHEREAS, the parties hereto wish to show for the public record the termination of the Lease and release of the Lien of the Loan Agreement and the respective interests therein of the parties.

NOW, THEREFORE, to accomplish the foregoing, the parties hereto are filing this Memorandum of Lease and Loan Agreement Termination with the STB pursuant to 49 USC Section 11301(a).

This Memorandum of Lease and Loan Agreement Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

This Memorandum of Lease and Loan Agreement Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

MTA 2002-E TRUST

By: WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee

By:_____

Name: Steve Barone

Title: Assistant Vice President

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 27 day of November, 2012, before me personally appeared Steven Barone to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware trust company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Delaware trust company.

Ramona L. Ringgold
Notary Public

My commission expires

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
COM. EXP. 10-6-13

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

Memorandum of Termination
(NY MTA 2002-E)

This Memorandum of Lease and Loan Agreement Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

METROPOLITAN TRANSPORTATION AUTHORITY, as Lessee

By: _____

Name: Robert E. Foran

Title: Chief Financial Officer

STATE OF NEW YORK)
) SS.:
COUNTY OF New York)

On this 28th day of November, 2012, before me personally appeared Robert E Foran, to me personally known, who, by me being duly sworn, says that he/she is CFO of METROPOLITAN TRANSPORTATION AUTHORITY that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Gail Robinson
Notary Public

My commission expires

Gail Robinson
Notary Public, State of New York
No. 01CO6042644
Qualified In Bronx County
Commission Expires May 30, 2014

This Memorandum of Lease and Loan Agreement Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

FSA GLOBAL FUNDING LIMITED, as Series A Lender

By:_____

Name: Martin Couch

Title: Director

STATE OF _____) GRAND CAYMAN
) SS.: CAYMAN ISLANDS
COUNTY OF _____)

On this 28th day of November, 2012, before me personally appeared MARTIN COUCH, to me personally known, who, by me being duly sworn, says that he/she is a Director of FSA GLOBAL FUNDING LIMITED, that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

_____
Notary Public

My commission expires 31 JAN 2013

Wendy Ebanks
Notary Public

Memorandum of Termination
(NY MTA 2002-E)

This Memorandum of Lease and Loan Agreement Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

DEXIA CRÉDIT LOCAL, NEW YORK BRANCH, as Agent and Series B Lender

By: _____

Name: GUY COOLS

Title: Gene al Manager

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 28th day of November, 2012, before me personally appeared Guy Cools, to me personally known, who, by me being duly sworn, says that he/~~she~~ is General Manager of DEXIA CRÉDIT LOCAL, NEW YORK BRANCH, that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Stephanie Felshin
Notary Public

My commission expires June 10, 2014

STEPHANIE FELSHIN
Notary Public, State of New York
No. 01FE5061385
Qualified in New York County
Commission Expires June 10, 2014

Memorandum of Termination
(NY MTA 2002-E)

SCHEDULE A TO
MEMORANDUM OF LEASE AND LOAN AGREEMENT TERMINATION

Description
35 Kawasaki R142A Subway Cars with the following car numbers:

7696A
7697B
7698B
7699B
7700A
7701A
7702B
7703B
7704B
7705A
7706A
7707B
7708B
7709B
7710A
7711A
7712B
7713B
7714B
7715A
7716A
7717B
7718B
7719B
7720A
7721A
7722B
7723B
7724B
7725A
7726A
7727B
7728B
7729B
7730A

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 11/30/12

Edward M Luria

Edward M. Luria