

MINTZ LEVIN

Colleen A. Murphy | 617 348 1836 | camurphy@mintz.com

RECORDATION NO. 19159-A FILED One Financial Center
Boston, MA 02111
617 542 6000
617 542-2241 fax
www.mintz.com

SURFACE TRANSPORTATION BOARD

December 21, 2011

RECEIVED
DEC 22 2011
MANAGEMENT
SFB

VIA FEDEX

Cynthia Brown
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

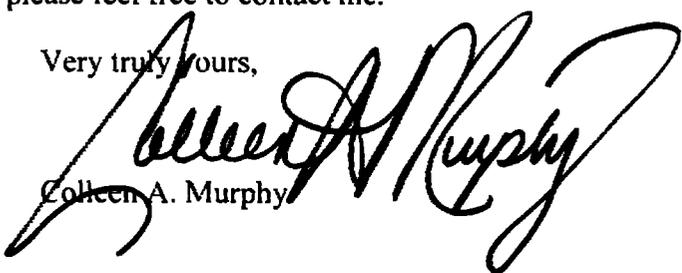
Re: Massachusetts Bay Transportation Authority

Dear Ms. Brown:

Enclosed please find a copy of a Memorandum of Lease Agreement (the "Agreement") filed with your office on January 5, 1995, Recordation No. 19159. The equipment related to this Agreement has been released. Please arrange to record a release of lien relating to this Agreement. I am enclosing a check in the amount of \$41.00 to cover the cost for the release.

If you require any additional information, please feel free to contact me.

Very truly yours,



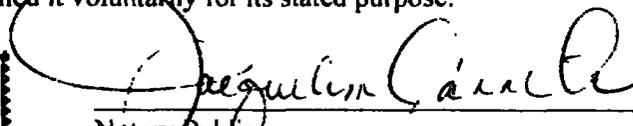
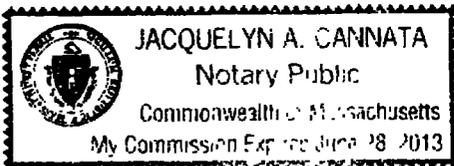
Colleen A. Murphy

Enclosure

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

On this 21st day of December, 2011, before me, the undersigned notary public, personally appeared Colleen A. Murphy, proved to me through satisfactory evidence of identification which was Massachusetts Driver's License, to be the person whose name is signed on the preceding document and acknowledged to me that she signed it voluntarily for its stated purpose.



Notary Public

My commission expires:

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | WASHINGTON | NEW YORK | STAMFORD | LOS ANGELES | PALO ALTO | SAN DIEGO | LONDON

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973
—
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

January 5, 1995

- 10159

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Memorandum of Lease Agreement, dated as of December 28, 1994, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

Lessor: ABB Credit Finans AB
 S-113 96 Stockholm
 Sweden

Lessee: Massachusetts Bay Transportation Authority
 Ten Park Plaza
 Boston, Massachusetts 02116-3974

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

Forty (40) Number 3 Red Line Rapid Transit Cars within the series 1844 - 1873, inclusive.

Mr. Vernon A. Williams
January 5, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 28, 1994 between ABB CREDIT FINANS AB, a corporation organized and existing under the laws of the Kingdom of Sweden ("Lessor"), and MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts ("Lessee").

W I T N E S S E T H :

1. Pursuant to the Agreement [1994-A] dated as of December 28, 1994 (the "Lease"), and a Lease Supplement dated as of December 28, 1994, Lessor has leased unto Lessee certain rapid transit cars, bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Equipment").

2. The Lease has taken effect for a lease term commencing on December 30, 1994 or, if such date is not a Banking Day, then the next succeeding Banking Day, and ending no later than January 15, 2013 or, if such date is not a Banking Day, then the next succeeding Banking Day.

3. Pursuant to the Lease, Lessee has a right of first refusal to purchase the Equipment upon the terms and conditions set forth in the Lease.

4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: ABB Credit Finans AB
S-113 96 Stockholm
Sweden
Attention: Vice President - Administration
Telephone No.: 46-8-458-5800
Facsimile No.: 46-8-458-5899

To Lessee:

Massachusetts Bay
Transportation Authority
Ten Park Plaza
Boston, Massachusetts 02116-3974
Attention: Wesley Wallace - Treasurer
Telephone No.: (617) 722-5451
Facsimile No.: (617) 722-5682

With Copies to:

Peter Morin
General Counsel
Massachusetts Bay Transportation
Authority
Ten Park Plaza
Boston, Massachusetts 02116-3974
Telephone No.: (617) 722-3160
Telefax No.: (617) 723-6382

Edward A. Shapiro
Counsel to MBTA
Shapiro, Israel & Weiner, P.C.
100 North Washington St.
Boston, Massachusetts 02114
Telephone No.: (617) 742-4200
Telefax No.: (617) 742-2355

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Forty (40) Number 3 Red Line Rapid Transit Cars bearing the car numbers listed below:

Car Number

1844-1845
1848-1849
1832-1833
1836-1837
1858-1859
1860-1861
1846-1847
1882-1883
1856-1857
1850-1851
1854-1855
1816-1817
1840-1841
1842-1843
1862-1863
1880-1881
1876-1877
1878-1879
1852-1853
1872-1873

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