

RECORDATION NO 24245-B  
FILED  
December 12, 2012 07:30 AM  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

December 12, 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 Agreement Termination, dated as December 10, 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 24245.

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

Lessor: MTA 2002-D Trust  
by Wilmington Trust Company, not in its  
individual capacity, but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-1605

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

Chief, Section of Administration  
December 12, 2012  
Page 2

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, 8<sup>th</sup> Floor  
New York, NY 10022

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

Bombardier railcars bearing car numbers within the series 6571A – 7090A  
and Kawasaki railcars within the series 7671A – 7695A as more  
particularly set forth in the attachment to the document.

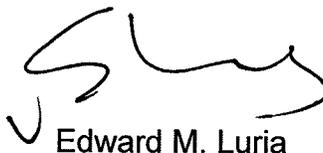
A short summary of the document to appear in the index is:

Memorandum of Lease and Loan Agreement 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

## MEMORANDUM OF TERMINATION SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AND LOAN AGREEMENT TERMINATION, dated as of December 10, 2012, by and among METROPOLITAN TRANSPORTATION AUTHORITY ("Lessee"), MTA 2002-D 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-D), 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 3:44 pm under Recordation No. 24245 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-D), 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 3:49 p.m. under Recordation No. 24245-A covering the Equipment described therein;

WHEREAS, effective November 29, 2012, the Lease with respect to the Equipment was terminated and the Lien of the Loan Agreement was 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.

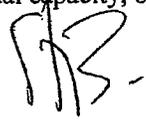
NOW, THEREFORE, to accomplish the foregoing, the parties hereto are filing this Memorandum of Lease and Loan Agreement Termination with the STB pursuant to 49 USC Section 11301(a).

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-D TRUST

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



By: \_\_\_\_\_  
Name: Steve Barone  
Title: Assistant Vice President

Memorandum of Termination  
(MTA 2002-D)

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

On this 5<sup>th</sup> day of December, 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.

My commission expires



*Patrick A. Kanar*

Notary Public

PATRICK A. KANAR  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 03-08-2014

Memorandum of Termination  
(MTA 2002-D)

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: Patrick J. McCoy  
Name: Patrick J. McCoy  
Title: Director, Finance

Memorandum of Termination  
(MTA 2002-D)

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

On this 5<sup>th</sup> day of December, 2012, before me personally appeared Patrick J. Mcloy to me personally known, who, by me being duly sworn, says that he/she is Director of Finance 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

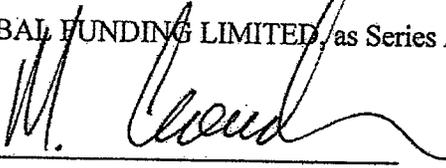
My commission expires

Gail Robinson  
Notary Public, State of New York  
No. 01C06042644  
Qualified in Bronx County  
Commission Expires May 30, 2014

Memorandum of Termination  
(MTA 2002-D)

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:

Title:

**Martin Couch**  
**Director**

Memorandum of Termination  
(MTA 2002-D)

GRAND CAYMAN )  
 ) SS.:  
CAYMAN ISLANDS )

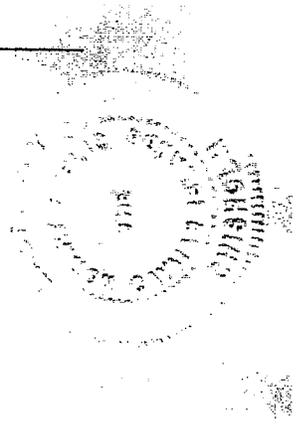
On this 10 day of December, 2012, before me personally appeared Martin Couch, to me personally known, who, by me being duly sworn, says that he/she is a Director of FSA GLOBAL FUNDING LIMITED, that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Laura Chisholm

Notary Public

Laura Chisholm

My commission expires  
31 January 2013



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.

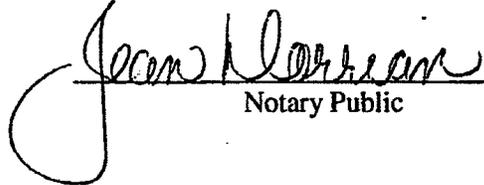
DEXIA CRÉDIT LOCAL, NEW YORK  
BRANCH, as Agent and Series B Lender

By: \_\_\_\_\_

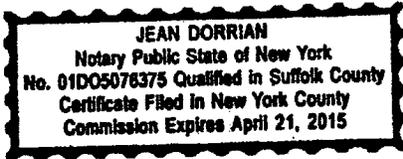
Name: Patrick Tetu  
Title: Managing Director  
Chief Risk Officer

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

On this 7<sup>th</sup> day of December 2012, before me personally appeared PATRICK TETU to me personally known, who, by me being duly sworn, says that he/~~she~~ is Managing Director 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.

  
\_\_\_\_\_  
Notary Public

My commission expires



SCHEDULE A TO  
MEMORANDUM OF LEASE AND LOAN AGREEMENT TERMINATION

Car # Bombardier		Car # Kawasaki
6571A		7671A
6572B		7672B
6573B		7673B
6574B		7674B
6575A		7675A
6801A		7676A
6802B		7677B
6803B		7678B
6804B		7679B
6805A		7680A
6916A		7681A
6917B		7682B
6918B		7683B
6919B		7684B
6920A		7685A
6996A		7686A
6997B		7687B
6998B		7688B
6999B		7689B
7000A		7690A
7001B		7691A
7002B		7692B
7003B		7693B
7004B		7694B
7005A		7695A
7006A		
7007B		
7008B		
7009B		
7010A		
7011A		
7012B		
7013B		
7014B		
7015A		
7016A		
7017B		
7018B		
7019B		

Car # Bombardier		Car # Kawasaki
7020A		
7021A		
7022B		
7023B		
7024B		
7025A		
7026A		
7027B		
7028B		
7029B		
7030A		
7031A		
7032B		
7033B		
7034B		
7035A		
7036A		
7037B		
7038B		
7039B		
7040A		
7051A		
7052B		
7053B		
7054B		
7055A		
7056A		
7057B		
7058B		
7059B		
7060A		
7061A		
7062B		
7063B		
7064B		
7065A		
7066A		
7067B		
7068B		
7069B		
7070A		
7071A		
7072B		

Car # Bombardier		Car # Kawasaki
7073B		
7074B		
7075A		
7076A		
7077B		
7078B		
7079B		
7080A		
7081A		
7082B		
7083B		
7084B		
7085A		
7086A		
7087B		
7088B		
7089B		
7090A		

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: 12/12/12

Edward M Luria  
Edward M. Luria