

# MINTZ LEVIN

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

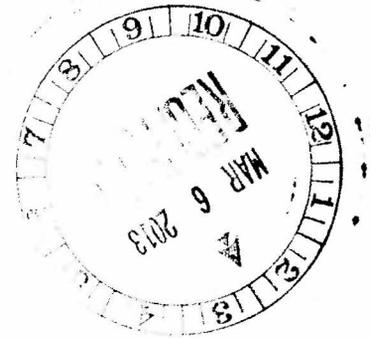
RECORDATION NO. 15324-6 FILED

MAR 12 '13 -2 39 PM

One Financial Center  
Boston, MA 02111  
617-542-6000  
617-542-2241 fax  
www.mintz.com

**SURFACE TRANSPORTATION BOARD**

March 6, 2013



**VIA FEDEX**

Cynthia Brown  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20424

Re: Massachusetts Bay Transportation Authority

Dear Ms. Brown:

Enclosed please find a copy of a Lease Supplement and Trust Indenture Supplement (the "Supplements") filed with your office on December 22, 1987, Recordation Nos. 15325-C&D. The equipment related to these Supplements has been released. Please arrange to record a release of lien relating to these Supplement. I am enclosing a check in the amount of \$84.00 to cover the cost for the release.

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

Very truly yours,

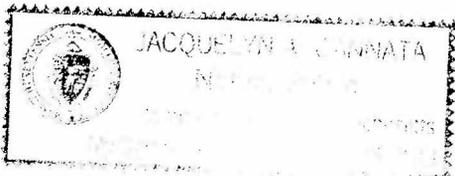
Colleen A. Murphy

Enclosure

## COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

On this 6<sup>th</sup> day of March, 2013, 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: 6/28/13

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

RECORDATION NO. 15324-B  
F. 1425

DEC 22 1987 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 15324-D  
F. 1425

DEC 22 1987 - 9 10 AM

TO: INTERSTATE COMMERCE COMMISSION

DATE:

RECEIPT

*Ms. M. M. Lane*

RECORDATION NO. 15325-D  
F. 1425

DEC 22 1987 - 9 10 AM

RECORDATION NO. 15325-C  
F. 1425

DEC 22 1987 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

Date 12-22-87

Fee \$ 4.00

25 Washington B. B.

The amount indicated at the top has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgement that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In event of error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Mr. Wieschhoff  
The Connecticut National Bank  
777 Main Street  
Hartford, CT 06115

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/22/87 at 9:00AM, and assigned re-  
recording number(s). 15324-E & D & 15325-C & D

Sincerely yours,

*Norita R. McGehee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

MASSACHUSETTS BAY TRANSPORTATION AUTHORITY  
Ten Park Plaza  
Boston, MA 02116

December 22, 1987

REGISTRATION NO. 15325-D  
Filed 11/25

DEC 22 1987 9:10 AM

INTERSTATE COMMERCE COMMISSION

DEC 22 1987 10:00

ICC Washington, D.C.

Ms. Noreta R. McGee, Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Secretary:

I have enclosed an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document (the "Document") is:

Lease Supplement No. 3, dated December 22, 1987, a Secondary document.

The Primary document to which this is connected is the Lease Agreement, dated as of October 8, 1987, which has been assigned recordation number 15325.

The names and addresses of the parties to the Document are as follows:

Lessee:

Massachusetts Bay Transportation Authority  
Ten Park Plaza  
Boston, MA 02116  
Attention: Treasurer-Controller

Lessor:

The Connecticut National Bank,  
as owner trustee under the  
Owner Trust Agreement,  
dated as of October 8, 1987  
777 Main Street  
Hartford, CT 06115  
Attention: Corporate Trust Administration

A description of the equipment covered by the Document follows:

4 diesel-electric locomotives manufactured by the Electro-Motive Division of General Motors Corporation (the

"Manufacturer") pursuant to the Agreement, dated September 25, 1986, as amended, between the Manufacturer and Massachusetts Bay Transportation Authority ("MBTA") and identified by MBTA vehicle identification numbers (and AAR designations) 1058, 1065, 1066 and 1067.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Goulston & Storrs, 800 South Street, Waltham, MA 02154-1439, Attention: Hynrich W. Wieschhoff.

A short summary of the Document to appear as an addition to the index entry on this transaction follows:

Secondary Document. Lease Supplement No. 3 between The Connecticut National Bank, as owner trustee under the Owner Trust Agreement, dated as of October 8, 1987, 777 Main Street, Hartford, CT 06115, as owner-lessor (the "Lessor"), and Massachusetts Bay Transportation Authority, Ten Park Plaza, Boston, MA 02116, as lessee (the "Lessee"), dated as of December 22, 1987, covering 4 of the locomotives constituting the equipment covered by the Lease Agreement between the Lessor and the Lessee, dated as of October 8, 1987, covering up to 18 diesel-electric locomotives manufactured by the Electro-Motive Division of General Motors Corporation.

This filing is being made for precautionary purposes only and to make the transaction a matter of public record. This filing should not be construed as evidence of the intent of any of the parties to enter into any transaction other than that of a true lease.

A short summary of the transaction of which the Document is a part follows:

The Document has been entered into in connection with the leveraged lease financing of certain diesel-electric locomotives as contemplated by the Participation Agreement, dated as of October 8, 1987, among Massachusetts Bay Transportation Authority (the "Lessee"), The Connecticut National Bank, as owner trustee under the Owner Trust Agreement dated as of October 8, 1987 (the "Lessor"), The Connecticut National Bank, in its individual capacity, General Motors Acceptance Corporation (the "Original Owner Participant"), Massachusetts Mutual Life Insurance Company and MML Pension Insurance Company (the "Original Noteholders") and The Connecticut Bank and Trust Company, National Association, as Indenture Trustee (the "Indenture Trustee"). Under such transaction, the Lessor will lease up to 18 such locomotives to the Lessee pursuant to the Lease, and the Lessor will borrow certain moneys from the Original Noteholders and the Lessee. Such borrowings will be evidenced by Notes issued and secured

pursuant to the Trust Indenture and Security Agreement, dated as of October 8, 1987, between the Lessor and the Indenture Trustee. The initial holders of the Notes are the Original Noteholders and the Lessee.

The names and addresses of the other parties to such transaction are:

Original Noteholders:

Massachusetts Mutual Life Insurance Company  
1295 State Street  
Springfield, MA 01111  
Attention: Securities Investment Division

MML Pension Insurance Company  
1295 Main Street  
Springfield, MA 01111  
Attention: Securities Investment Division

Indenture Trustee:

The Connecticut Bank and Trust Company,  
National Association  
One Constitution Plaza  
Hartford, CT 06115  
Attention: Corporate Trust Department

Original Owner Participant:

General Motors Acceptance Corporation  
3044 West Grand Boulevard  
Detroit, MI 48202  
Attention: Vice President - Plans Department

Please acknowledge receipt of this letter of transmittal and its enclosures by appropriately stamping the enclosed copy of this letter and by returning it to Mr. Wieschhoff courtesy of our messenger.

Very truly yours,

Massachusetts Bay  
Transportation Authority

By 

Arthur D. Shea  
Acting Treasurer-Controller

Enclosures: Lease Supplement (with Annex 1) - Original and  
Notarized Copy  
Transmittal Letter (Copy)  
Check (\$10.00)