

RECORDATION NO. 19511-B FILED

JAN 28 '04 1:11 PM

SURFACE TRANSPORTATION BOARD

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

January 28, 2004

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 Termination of Lease Agreement, dated as of January 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Lease Agreement which was previously filed with the Commission under Recordation Number 19511.

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

Lessor: Asea Brown Boveri AG & Co. Leasing KG  
Kallstadter Strasse 1  
D-69309 Mannheim  
Federal Republic of Germany

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105

Mr. Vernon A. Williams  
January 28, 2004  
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A description of the railroad equipment covered by the enclosed document is:

17 passenger railcars set forth in the equipment schedule attached to the document.

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

Memorandum of Termination of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 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/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

EXECUTION COPY

MEMORANDUM OF TERMINATION OF LEASE AGREEMENT

THIS MEMORANDUM OF TERMINATION OF LEASE AGREEMENT is made and entered into as of January 1, 2002 between Asea Brown Boveri AG & Co. Leasing KG, a corporation organized and existing under the laws of the Federal Republic of Germany ("ABB KG"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey ("NJT").

1. Pursuant to the Lease Agreement dated as of June 20, 1995, and a Lease Supplement dated as of June 28, 1995 (together, the "Lease Agreement"), Lessor leased unto Lessee seventeen (17) Arrow III Multiple Unit Passenger Rail Cars, bearing serial numbers as set forth on Schedule A. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease Agreement.

2. Pursuant to the Termination Agreement dated as of December 28, 2001 (the "Termination Agreement"), NJT and ABB KG have terminated the Lease Agreement effective December 31, 2001 under the terms and conditions provided in the Lease Agreement.

3. Under the Termination Agreement, and a Bill of Sale executed January 1, 2002 pursuant thereto, ABB KG transferred all of its right, title and interest in the Equipment as of January 1, 2002 to NJT.

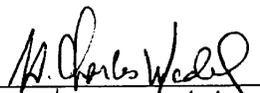
4. The names, addresses and telephone numbers of the parties hereto are as follows:

Asea Brown Boveri AG & Co.  
Leasing KG  
Kallstadter Strasse 1  
D-68309 Mannheim  
Federal Republic of Germany  
Attention: General Manager  
Tel. #: 0621/381-6676

New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105  
Attention: Senior Director for Corporate  
Affairs  
Tel. #: (201) 491-7000

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Termination of Lease as of the day and year first written above.

NEW JERSEY TRANSIT CORPORATION

By:   
Name: H. Charles Wedel  
Title: CFO

ASEA BROWN BOVERI AG & CO.  
LEASING KG

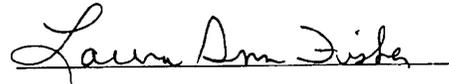
By:   
Name: Michael Presti  
Title: President

**CORPORATE ACKNOWLEDGMENT**

(Pursuant to 49 C.F.R. 1177.3)

Newark, New Jersey           :  
  ss.:  
Essex County                   :

On this 15<sup>th</sup> day of January, 2004, before me personally appeared H. Charles Wedel, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer and Treasurer of NEW JERSEY TRANSIT CORPORATION, that the foregoing instrument was signed and sealed 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.



**LAURA ANN FISHER**  
**NOTARY PUBLIC OF NEW JERSEY**  
Commission Expires 7/20/2005

**CORPORATE ACKNOWLEDGMENT**

(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY

**SMEETS HAAS WOLFF**  
Attorneys at Law

On this 3<sup>rd</sup>. day of January 2002, before me personally appeared Michael Presti, to me personally known, who being by me duly sworn, says that he is the President (Managing Director) of ASEA BROWN BOVERI AG & CO. LEASING KG, that the foregoing 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.



Dr. Peter Smeets

**SMEETS HAAS WOLFF**  
RECHTSANWÄLTE  
Böhmerstraße 12 • 60322 Frankfurt am Main  
Tel. ++49(0)69 95 93 29-0 Fax ++49(0)69 95 93 29-29

**SCHEDULE A**

**DESCRIPTION OF THE ITEMS OF EQUIPMENT**

Seventeen (17) Arrow III Multiple Unit Passenger Rail Cars, Serial Numbers as set forth below:

**Serial Number**

1. 1304S
2. 1306S
3. 1307S
4. 1310S
5. 1312S
6. 1313S
7. 1314S
8. 1315S
9. 1317S
10. 1319S
11. 1321S
12. 1322A
13. 1323B
14. 1326
15. 1328
16. 1329
17. 1332

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: \_\_\_\_\_

1/28/04



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