

MINTZ LEVIN

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

RECORDATION NO. 16131-E FILED

MAR 12 '13 -1 00 PM

SURFACE TRANSPORTATION BOARD

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

March 6, 2013

VIA FEDEX

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

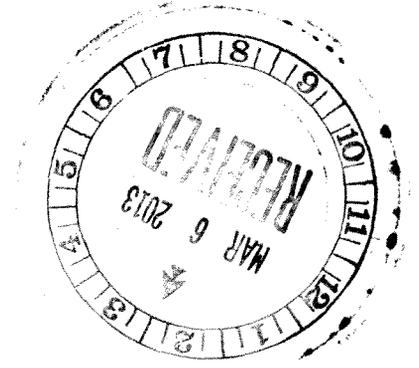
Re: Massachusetts Bay Transportation Authority

Dear Ms. Brown:

Enclosed please find a copy of the following:

1. Collateral Assignment and Security Agreement;
2. Lease Agreement;
3. Restated Lease Agreement; and
4. German Lessor Security Agreement

(the "Agreements") filed with your office on December 30, 1988, Recordation Nos. 16131, 16131-A, 16131-B and 16131-C. The equipment related to these Agreements has been released. Please arrange to record a release of lien relating to these Agreements. I am enclosing a check in the amount of \$164.00 to cover the cost for the release.



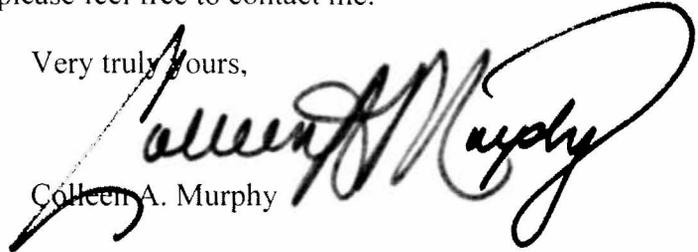
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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

Cynthia Brown
March 6, 2013
Page 2

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

Very truly yours,



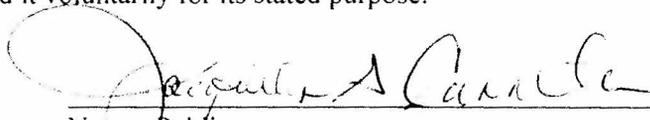
Colleen A. Murphy

Enclosure

COMMONWEALTH OF MASSACHUSETTS

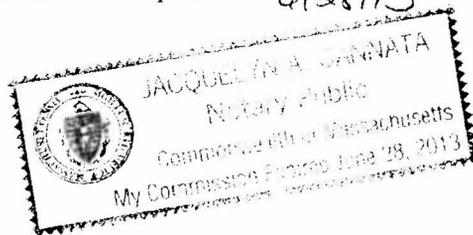
Suffolk, ss

On this 6th 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



DEC 30 1988 11:11 AM

ROPES & GRAY

225 FRANKLIN STREET

BOSTON, MASSACHUSETTS 02110

DEC 30 1988 11:11 AM

INTERSTATE COMMERCE COMMISSION

(617) 423-6100

IN PROVIDENCE

30 KENNEDY PLAZA

PROVIDENCE, R.I. 02903

(401) 521-6400

TELECOPIER: (401) 521-0910

TELEX NUMBER 940519 ROPGRALOR BSN

TELECOPIER: (617) 423-2377 - (617) 423-7841

(617) 423-6905

WASHINGTON:

1001 PENNSYLVANIA AVENUE, N.W.

SUITE 1200

WASHINGTON, D.C. 20004

(202) 626-3900

TELECOPIER: (202) 626-3961

DEC 30 1988 11:11 AM

INTERSTATE COMMERCE COMMISSION

December 30, 1988

1 613

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

DEC 30 1988 11:11 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary:

On behalf of our client, Security Pacific Equipment Leasing, Inc., enclosed are an original and one counterpart of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The documents (the "Documents") are:

- (1) Collateral Assignment and Security Agreement, dated as of June 25, 1988 ("Collateral Assignment"), a Primary Document.
- (2) Lease Agreement, dated as of June 25, 1988 ("Headlease"), a Primary Document.
- (3) Restated Lease Agreement, dated as of June 25, 1988 (the "Sublease"), a Primary Document which is related to:
 - (a) Lease Agreement, dated as of December 30, 1987, a Primary Document, filed with the Interstate Commerce Commission on January 4, 1988 and assigned Recordation No. 15440; and
 - (b) Lease Supplement No. 1, dated as of December 31, 1987, a Secondary Document, filed with the Interstate Commerce Commission on January 4, 1988 and assigned Recordation No. 15440-A.
- (4) German Lessor Security Agreement, dated as of June 30, 1988 (the "German Lessor Security Agreement"), a Primary Document.

December 30, 1988

The Primary documents to which documents numbered (1), (2) and (4) are related are the Collateral Assignment, the Headlease and the German Lessor Security Agreement referred to above, for which no recordation numbers have yet been issued.

All capitalized terms used herein without definition have the meanings assigned thereto in Restated Schedule X to the Headlease.

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

Secured Party in Document (1), Lessor in Document (2) and Debtor in Document (4):

DB Export-Leasing GmbH
 Taunusanlage 12
 D-6000 Frankfurt am Main 1
 Federal Republic of Germany

Debtor in Document (1), Lessee In Document (2), Lessor in Document (3) and Secured Party in Document (4):

Security Pacific Equipment Leasing, Inc.
 Four Embarcadero Center
 Suite 1200
 San Francisco, CA 94111
 Attention: Manager, Operations Department LEV

Lessee in Document (3):

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

A description of the equipment covered by the Documents follows:

34 commuter rail coaches manufactured by Messerschmitt-Bolkow-Blohm GmbH (the "Manufacturer") pursuant to the Purchase Agreement, dated August 7, 1985, as amended, between the Manufacturer and Massachusetts Bay Transportation Authority ("MBTA") and identified by MBTA vehicle identification numbers 500 through 516, inclusive, and 1500 through 1516, inclusive.

A fee of \$40.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Goodwin, Procter & Hoar, Exchange Place, Boston, MA 02109, Attention: F. Beirne Lovely, Jr., Esq.

December 30, 1988

A short summary of the Documents to appear in the index follows:

1. Primary Document. Collateral Assignment and Security Agreement, dated as of June 25, 1988, between DB Export-Leasing GmbH ("DBX"), Taunusanlage 12, D-6000 Frankfurt am Main 1, Federal Republic of Germany, as secured party, and Security Pacific Equipment Leasing, Inc. ("Security Pacific"), Four Embarcadero Center, Suite 1200, San Francisco, CA 94111, as debtor, pursuant to which Security Pacific grants a security interest to DBX in, among other things, its rights and interests as lessor to a Restated Lease Agreement, dated as of June 25, 1988, between Security Pacific and Massachusetts Bay Transportation Authority, Ten Park Plaza, Boston, MA 02116, as lessee, including the rentals and other payments due thereunder.
2. Primary Document. Lease Agreement, dated as of June 25, 1988, between DB Export-Leasing GmbH, Taunusanlage 12, D-6000 Frankfurt am Main 1, Federal Republic of Germany, as lessor, and Security Pacific Equipment Leasing, Inc., Four Embarcadero Center, Suite 1200, San Francisco, CA 94111, as lessee with respect to the lease of 34 commuter rail coaches manufactured by Messerschmitt-Bolkow-Blohm GmbH.
3. Primary Document. Restated Lease Agreement, dated as of June 25, 1988, between Security Pacific Equipment Leasing, Inc., Four Embarcadero Center, Suite 1200, San Francisco, CA 94111, as lessor, and Massachusetts Bay Transportation Authority, Ten Park Plaza, Boston, MA 02116, as lessee, covering 34 commuter rail coaches manufactured by Messerschmitt-Bolkow-Blohm GmbH, which amends and restates the following documents previously filed with the Interstate Commerce Commission:
 - (a) Lease Agreement between Security Pacific Equipment Leasing, Inc., Four Embarcadero Center, Suite 1200, San Francisco, CA 94111, as lessor, and Massachusetts Bay Transportation Authority, Ten Park Plaza, Boston, MA 02116, as lessee, dated as of December 30, 1987, covering 34 commuter rail coaches manufactured by Messerschmitt-Bolkow-Blohm GmbH, a Primary Document filed with the Interstate Commerce Commission on January 4, 1988 and assigned Recordation No. 15440; and

December 30, 1988

(b) Lease Supplement No. 1 between Security Pacific Equipment Leasing, Inc., Four Embarcadero Center, Suite 1200, San Francisco, CA 94111, as lessor, and Massachusetts Bay Transportation Authority, Ten Park Plaza, Boston, MA 02116, as lessee, dated as of December 31, 1987, covering 34 commuter rail coaches constituting the equipment covered by the Lease Agreement dated December 30, 1987, a Secondary Document filed with the Interstate Commerce Commission on January 4, 1988 and assigned Recordation No. 15440-A.

4. Primary Document. German Lessor Security Agreement, dated as of June 30, 1988, between DB Export-Leasing GmbH ("DBX"), Taunusanlage 12, D-6000 Frankfurt am Main 1, Federal Republic of Germany, as debtor, and Security Pacific Equipment Leasing, Inc. ("Security Pacific"), Four Embarcadero Center, Suite 1200, San Francisco, CA 94111, as secured party, pursuant to which DBX grants a security interest to Security Pacific in its interest in 34 commuter rail coaches manufactured by Messerschmitt-Bolkow-Blohm GmbH (the "Equipment") leased to Security Pacific pursuant to a Lease Agreement (the "Headlease"), dated as of June 25, 1988, between DBX and Security Pacific to secure Security Pacific's purchase option under the Headlease.

A short summary of the transaction of which the Documents are a part follows:

The Documents have been entered into in connection with the refinancing of a leveraged lease transaction (which originally closed on December 31, 1987) pursuant to an Agreement to Purchase and Lease (the "Agreement to Purchase and Lease"), dated as of June 25, 1988, among Massachusetts Bay Transportation Authority (the "Sublessee"), Security Pacific Equipment Leasing, Inc. (the "U.S. Lessor"), DB Export-Leasing GmbH (the "German Lessor"), Deutsche Credit Corporation (the "Purchaser"), New England Merchants Funding Corporation (the "Original Noteholder") and Wilmington Trust Company, not in its individual capacity (except as therein provided) but solely as Indenture Trustee (the "Indenture Trustee"). In accordance with the Agreement to Purchase and Lease, the U.S. Lessor will transfer title to 34 commuter rail coaches (the "Equipment") currently leased to the Sublessee to the German Lessor and lease the Equipment back pursuant to a Lease Agreement, dated as of June 25, 1988 (the "Headlease"); the Equipment will continue to be leased to the Sublessee pursuant to a Restated Lease Agreement, dated as of June 25, 1988 (the "Sublease"). The purchase price of the

December 30, 1988

Equipment will be financed in part by the sale by the German Lessor to the Purchaser pursuant to an Accounts Receivable Purchase Agreement No. 1, dated June 25, 1988 ("Accounts Receivable Purchase Agreement") of a portion of the rentals to be paid under the Headlease. The U.S. Lessor will use the cash proceeds of the sale to repay in full the loan made in 1987 by the Original Noteholder and the Indenture Trustee will discharge the Trust Indenture and Security Agreement, dated as of December 30, 1987, as supplemented by Trust Indenture Supplement No. 1, dated as of December 31, 1987 ("Indenture"), entered into by the U.S. Lessor. The U.S. Lessor will retain its original investment in the form of an ownership interest of a portion of the rentals secured by the Collateral Assignment described below. The obligations of the U.S. Lessor under the Headlease will be secured by an assignment to the German Lessor of the U.S. Lessor's interest in the Sublease, among other things, pursuant to a Collateral Assignment and Security Agreement, dated as of June 25, 1988 (the "Collateral Assignment") and the obligations of the German Lessor under the Accounts Receivable Purchase Agreement will be secured by an assignment to the Purchaser of the German Lessor's interest in the Equipment, the Headlease and the Collateral Assignment. In addition, the German Lessor will grant a second security interest in the Equipment to the U.S. Lessor pursuant to a German Lessor Security Agreement, dated as of June 25, 1988, to secure the purchase option given to the U.S. Lessor under the Headlease.

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

Purchaser of Accounts Receivable under the Headlease and Secured Party:

Deutsche Credit Corporation
2333 Waukegan Road
Deerfield, Illinois 60015

and, only for the purposes of agreeing to the prepayment of the note held by the Original Noteholder and the discharge of the Indenture:

Original Noteholder:

New England Merchants Funding Corporation
28 State Street
Boston, MA 02109
Attention: Halsey B. Collins, Esq.

Indenture Trustee:

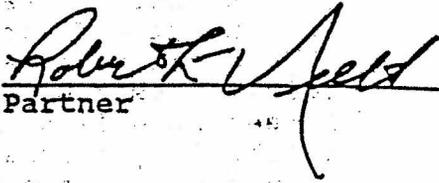
December 30, 1988

Wilmington Trust Company, as Indenture Trustee
under the Trust Indenture and Security Agreement,
dated as of December 30, 1987
Rodney Square North
Wilmington, DE 19890
Attention: Corporate Trust Administration

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. Lovely in the addressed envelope enclosed for your convenience.

Very truly yours,

Ropes & Gray

By 
Partner

Enclosures: Collateral Assignment and Security Agreement -
Two Original Counterparts and One Notarized Copy
of each Counterpart
Lease Agreement - Original and Notarized Copy
Restated Lease Agreement - Original and Notarized Copy
German Lessor Security Agreement -
Original and Notarized Copy
Transmittal Letter (Copy)
Check (\$40.00)
Return Envelope (Postage Prepaid)

Received _____

Date:

1 6131 - B
RECORDED FOR FILE 1988

DEC 29 1988 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT

Dated as of June 25, 1988

Between

DB EXPORT-LEASING GmbH,

Secured Party,

and

SECURITY PACIFIC EQUIPMENT LEASING, INC.,

U.S. Lessor