



December 30, 2014

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Dear Madam:

Attached for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is the Termination and Release of Head Lease (SCRRA 1998-1stMD), Head Lease Supplement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), Head Lease Supplement (SCRRA 1998-1stMD) (Equipment Lot 2(L)), Sublease Agreement (SCRRA 1998-1stMD), Sublease Supplement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), Sublease Supplement (SCRRA 1998-1stMD) (Equipment Lot 2(L)), Equipment Pledge and Mortgage Agreement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), Equipment Pledge and Mortgage Agreement (SCRRA 1998-1stMD) (Equipment Lot 2(L)), and Loan and Security Agreement (SCRRA 1998-1stMD), dated as of December 26, 2014, a secondary document as defined in 49 C.F.R. § 1177.1. The enclosed document relates to the following documents previously filed simultaneously on December 18, 1998, with the Board under Recordation Number 21887, as indicated:

<u>Document Title</u>	<u>Recordation #</u>
Memorandum of Head Lease (SCRRA 1998-1stMD)	21887
Memorandum of Head Lease Supplement (SCRRA 1998-1stMD) (Equipment Lot 1(P))	21887-A
Memorandum of Head Lease Supplement (SCRRA 1998-1stMD) (Equipment Lot 2(L))	21887-B
Memorandum of Sublease Agreement (SCRRA 1998-1stMD)	21887-C
Memorandum of Sublease Supplement (SCRRA 1998-1stMD) (Equipment Lot 1(P))	21887-D
Memorandum of Sublease Supplement (SCRRA 1998-1stMD) (Equipment Lot 2(L))	21887-E
Memorandum of Equipment Pledge and Mortgage Agreement (SCRRA 1998-1stMD) (Equipment Lot 1(P))	21887-G
Memorandum of Equipment Pledge and Mortgage Agreement (SCRRA	21887-H

Ms. Cynthia T. Brown
December 30, 2014
Page 2

1998-1stMD) (Equipment Lot 2(L))

Memorandum of Loan and Security Agreement (SCRRA 1998-1stMD)

21887-F

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

Head Lessor/Sublessee:

Southern California Regional Rail Authority d/b/a/ Metrolink
1 Gateway Plaza, 12th Floor
Los Angeles, CA 900126

Head Lessee/Sublessor:

U.S. Bank National Association (successor by merger to State Street Bank and Trust Company of California, National Association), not in its individual capacity, but solely as Trustee
633 West Fifth Street, 24th Floor
Los Angeles, CA 90071
Attn: Corporate Trust Services

Lender:

AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
Ugland House, South Church Street
Box 309
George Town, Grand Cayman
Attn: Company Secretary

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

The following twenty seven (27) items of rail equipment:

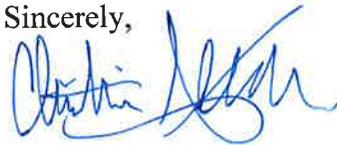
<u>Description</u>	<u>SCRRA Equipment Numbers</u>
Lot 1P: Twenty five (25) Metrolink rail cars	632, 633, 634, 635, 636, 637, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182
Lot 2L: Two (2) Metrolink locomotives	882 (serial # PM0X00 946543.1) 883 (serial # PM0X002 946543.2)

Ms. Cynthia T. Brown
December 30, 2014
Page 3

A short summary of the document to appear in the Index is: Termination and Release of Head Lease (SCRRA 1998-1stMD), Head Lease Supplement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), Head Lease Supplement (SCRRA 1998-1stMD) (Equipment Lot 2(L)), Sublease Agreement (SCRRA 1998-1stMD), Sublease Supplement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), Sublease Supplement (SCRRA 1998-1stMD) (Equipment Lot 2(L)), Equipment Pledge and Mortgage Agreement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), Equipment Pledge and Mortgage Agreement (SCRRA 1998-1stMD) (Equipment Lot 2(L)), and Loan and Security Agreement (SCRRA 1998-1stMD), all dated December 18, 1998, recorded (or Memoranda of which are recorded) simultaneously as Recordation Nos. 21887 through 21887-H, covering twenty five (25) Metrolink rail cars and two (2) Metrolink locomotives.

A check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee pursuant to 49 C.F.R. § 1002.2(f)(83) has been delivered to your office.

Sincerely,



Christian L. Alexander

cc: Zachary S. Finley

Enclosure

Termination and Release of Head Lease, Head Lease Supplements, Sublease, Sublease Supplements, Equipment Pledge and Mortgage Agreements and Loan and Security Agreement

Southern California Regional Rail Authority ("Head Lessor/Sublessee") and U.S. Bank National Association (successor by merger to State Street Bank and Trust Company of California, National Association), not in its individual capacity, but solely as Trustee ("Head Lessee/Sublessor"), terminate and release any and all rights and interests they each have with respect to the railroad equipment described in Schedule 1 attached hereto (the "Rail Equipment") pursuant to the Head Lease (SCRRA 1998-1stMD), Head Lease Supplement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), Head Lease Supplement (SCRRA 1998-1stMD) (Equipment Lot 2(L)), Sublease Agreement (SCRRA 1998-1stMD), Sublease Supplement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), Sublease Supplement (SCRRA 1998-1stMD) (Equipment Lot 2(L)), Equipment Pledge and Mortgage Agreement (SCRRA 1998-1stMD) (Equipment Lot 1(P)), and Equipment Pledge and Mortgage Agreement (SCRRA 1998-1stMD) (Equipment Lot 2(L)) (all dated December 18, 1998), between Head Lessor/Sublessee and Head Lessee/Sublessor (collectively, the "Lease Agreements").

AIG-FP Funding (Cayman) Limited ("Lender"), terminates and releases any and all rights and interests it has with respect to the Rail Equipment pursuant to the Loan and Security Agreement (SCRRA 1998-1stMD) dated December 18, 1998 (together with the Lease Agreements, collectively, the "Agreements") between Head Lessee/Sublessor and Lender.

The Agreements, or memoranda of Head Lessor/Sublessee's, Head Lessee/Sublessor's and Lender's rights and interests with respect to the Agreements, were recorded with the Surface Transportation Board simultaneously on December 18, 1998, at 11:40 a.m. under Recordation Number 21887.

EXECUTED as of December 26, 2014

Head Lessor/Sublessee:
Southern California Regional Rail Authority

By: 

Its: CHIEF EXECUTIVE OFFICER

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES }

On DECEMBER 29, 2014, before me, KARI S. HOLMAN, a Notary Public, personally appeared MICHAEL P. DePALLO

_____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) (is) are subscribed to the within instrument and acknowledged to me that (he)/she/they executed the same in (his)/her/their authorized capacity(ies), and that by (his)/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Kari S. Hol (Seal)



Head Lessee/Sublessor:

U.S. Bank National Association, not in its individual capacity, but solely as Trustee

By:  _____

Its: Paula Oswald
Vice President

STATE OF CALIFORNIA }
COUNTY OF Los Angeles }

On December 29, 2014, before me, Nancy Renee Perez, a Notary Public, personally appeared Paula Oswald

Paula Oswald, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

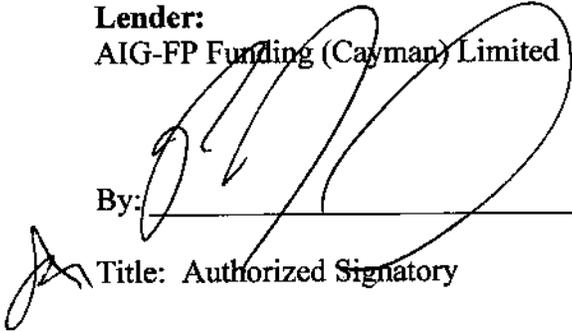
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Nancy R. Perez (Seal)



Lender:
AIG-FP Funding (Cayman) Limited

By:  _____

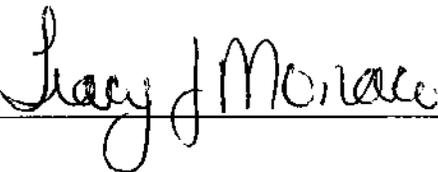
Title: Authorized Signatory

STATE OF CONNECTICUT}
COUNTY OF FAIRFIELD}

On December 29, 2014, before me, Tracy Monaco, a Notary Public, personally appeared Raul Feliciano, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Connecticut that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature:  (Seal)

TRACY J. MONACO
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires 3/31/2017

Schedule 1

Rail Equipment

<u>Description</u>	<u>SCRRA Equipment Numbers</u>
Lot1P: Twenty five (25) Metrolink rail cars	632, 633, 634, 635, 636, 637, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182
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