

RECORDATION NO. 21869 FILED

DEC 14 '98

11-20AM

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FILED
OF COUNSEL
URBAN A. LESTER

DEC 14 11 20 AM '98

RECEIVED
TRANSPORTATION
BOARD

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

December 14, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: San Joaquin Regional Rail Commission (SJRRRC 1998-USB)

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 Head Lease Agreement (SJRRRC 1998-USB), dated December 14, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: namely, Memoranda of Head Lease Supplement Lot 1 (SJRRRC 1998-USB), Head Lease Supplement Lot 2 (SJRRRC 1998-USB), Sublease Agreement (SJRRRC 1998-USB), Sublease Supplement Lot 1 (SJRRRC 1998-USB), Sublease Supplement Lot 2 (SJRRRC 1998-USB), Equipment Pledge Agreement Lot 1 (SJRRRC 1998-USB), Equipment Pledge Agreement Lot 2 (SJRRRC 1998-USB), and Loan and Security Agreement (SJRRRC 1998-USB) all of which are dated December 14, 1998.

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

Head Lease Agreement
Head Lease Supplement Lot 1
and Head Lease Supplement Lot 2

Head Lessor: San Joaquin Regional Rail Commission
5000 South Airport Way, Room 201
Stockton, California 95206

Head Lessee: State Street Bank and Trust Company of California, N.A.
Library Tower
633 W. Fifth Street, 12th Floor
Los Angeles, California 90071

Counter Part - [Signature]

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Sublease Agreement
Sublease Supplement Lot 1
and Sublease Supplement Lot 2

Sublessor: State Street Bank and Trust Company of California, N.A.
Library Tower
633 W. Fifth Street, 12th Floor
Los Angeles, California 90071

Sublessee: San Joaquin Regional Rail Commission
5000 South Airport Way, Room 201
Stockton, California 95206

Equipment Pledge Agreement Lot 1
and Equipment Pledge Agreement Lot 2

Pledgor: San Joaquin Regional Rail Commission
5000 South Airport Way, Room 201
Stockton, California 95206

Pledgee: State Street Bank and Trust Company of California, N.A.
Library Tower
633 W. Fifth Street, 12th Floor
Los Angeles, California 90071

Loan and Security Agreement

Borrower: State Street Bank and Trust Company of California, N.A.
Library Tower
633 W. Fifth Street, 12th Floor
Los Angeles, California 90071

Lender: AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
PO Box 309
Ugland House, South Church Street
Grand Cayman, Cayman Islands
British West Indies

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A description of the railroad equipment covered by the enclosed documents is attached hereto.

Also enclosed is a check in the amount of \$234.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SCHEDULE A LOT 1

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>SJRC Equipment Numbers</u>
Three (3) Boise Locomotive F40PH-3C Locomotives	SJRC 3101 SJRC 3102 SJRC 3103

SCHEDULE A LOT 2

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>SJRC Equipment Numbers</u>
Four (4) Bombardier Imperial Bi-Level Commuter Trailer Cars	SJRC 3201 SJRC 3202 SJRC 3203 SJRC 3204
Four (4) Bombardier Imperial Bi-Level Commuter Cab Cars	SJRC 3301 SJRC 3302 SJRC 3303 SJRC 3304

MEMORANDUM OF HEAD LEASE SUPPLEMENT LOT 1 (SJRRRC 1998-USB)

Memorandum of Head Lease Supplement Lot 1 (SJRRRC 1998-USB), made and entered into on December 14, 1998 by and between San Joaquin Regional Rail Commission ("Head Lessor") and State Street Bank and Trust Company of California, National Association, as Trustee ("Head Lessee").

WITNESSETH:

The undersigned have entered into that certain Head Lease Supplement Lot 1 (SJRRRC 1998-USB), dated as of December 14, 1998, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

SAN JOAQUIN REGIONAL RAIL
COMMISSION

By: Stacy Mortensen
Name: STALEY MORTENSEN
Title: EXECUTIVE DIRECTOR

STATE STREET BANK AND TRUST COMPANY
OF CALIFORNIA, NATIONAL ASSOCIATION,
not in its individual capacity except as otherwise
expressly set forth therein, but solely as Trustee

By: _____
Name:
Title:

STATE OF CALIFORNIA §

COUNTY OF _____ §

BEFORE ME, the undersigned notary public, on this day personally appeared _____ of State Street Bank and Trust Company of California, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of California, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this _____ day of December, 1998.

(SEAL)

Notary Public

STATE OF DECEMBER §

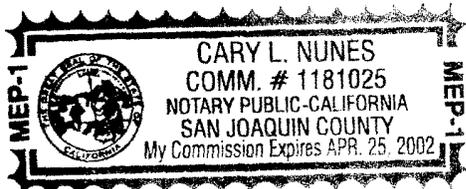
COUNTY OF SAN JOAQUIN §

BEFORE ME, the undersigned notary public, on this day personally appeared Stacey Mortensen of San Joaquin Regional Rail Commission, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that ^{she} he executed the same for the purposes and consideration therein expressed as the act and deed of San Joaquin Regional Rail Commission.

GIVEN under my hand and seal of office this 9th day of December, 1998.

(SEAL)

Cary L. Nunes
Notary Public



IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

SAN JOAQUIN REGIONAL RAIL
COMMISSION

By: _____
Name:
Title:

STATE STREET BANK AND TRUST COMPANY
OF CALIFORNIA, NATIONAL ASSOCIATION,
not in its individual capacity except as otherwise
expressly set forth therein, but solely as Trustee

By:  _____
Name: Jeanie Mar
Title: Assistant Vice President

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of Los Angeles } ss.

On December 9, 1998, before me, Madelena Janese Hall,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Jeanie Mar, Assistant Vice President,
Name(s) of Signer(s)

- personally known to me
 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.



WITNESS my hand and official seal.

Commission Expires: July 20, 1998
Place Notary Seal Above

Madelena Janese Hall
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Attorney in Fact
 Trustee
 Guardian or Conservator
 Other: _____

RIGHT THUMBPRINT
OF SIGNER

Top of thumb here

Signer Is Representing: State Street Bank and Trust Company of
California, N.A.

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>SJRC Equipment Numbers</u>
Three (3) Boise	SJRC 3101
Locomotive F40PH-3C	SJRC 3102
Locomotives	SJRC 3103