

LAW OFFICE

MCLEOD, WATKINSON & MILLER

MICHAEL R. MCLEOD
WAYNE R. WATKINSON
MARC E. MILLER
RICHARD T. ROSSIER
CHARLES A. SPITULNIK
RICHARD PASCO
ALEX MENENDEZ
PAUL D. SMOLINSKY

ONE MASSACHUSETTS AVENUE, N.W.
SUITE 800
WASHINGTON, DC 20001-1401
(202) 842-2345
TELECOPY (202) 408-7763

KATHRYN A. KLEIMAN*
OF COUNSEL
(*Admitted in Virginia only)

ROBERT RANDALL GREEN
LAURA L. PHELPS
GOVERNMENT RELATIONS

STEPHEN FRERICHS
ECONOMIST

September 26, 2001

Via Hand Delivery

Vernon A. Williams Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

RECORDATION NO. 23673 FILED
SEP 27 '01 10-82 AM
SURFACE TRANSPORTATION BOARD

Re: *Documents for Recordation - Memorandum of Head Lease Supplement (LA-2001-C1)*

Dear Secretary Williams:

I have enclosed an original and three counterparts of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. This document is a Memorandum of Head Lease Supplement (LA-2001-C1), a primary document, dated September 25, 2001.

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

Head Lessor: Los Angeles County Metropolitan Transportation Authority
One Gateway Plaza
Los Angeles, California 90012-2952

Head Lessee: LACMTA Rail Statutory Trust LA-2001-C1, a Connecticut Statutory Trust
C/o State Street Bank and Trust Company of California National Association
Library Tower
633 West Fifth Street
12th Floor
Los Angeles, California 90071

A description of the equipment covered by the document follows:

September 26, 2001
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EQUIPMENT DESCRIPTION

| <u>Item of Equipment</u> | <u>Description</u> | <u>Serial Number</u> |
|--------------------------|--------------------|----------------------|
| Siemens | Light Rail Vehicle | 201 |
| Siemens | Light Rail Vehicle | 202 |
| Siemens | Light Rail Vehicle | 204 |
| Siemens | Light Rail Vehicle | 210 |
| Siemens | Light Rail Vehicle | 211 |
| Siemens | Light Rail Vehicle | 212 |
| Siemens | Light Rail Vehicle | 213 |
| Siemens | Light Rail Vehicle | 215 |
| Siemens | Light Rail Vehicle | 216 |
| Siemens | Light Rail Vehicle | 217 |
| Sumitomo | Light Rail Vehicle | 154 |
| Sumitomo | Light Rail Vehicle | 155 |
| Sumitomo | Light Rail Vehicle | 156 |
| Sumitomo | Light Rail Vehicle | 157 |
| Sumitomo | Light Rail Vehicle | 158 |
| Sumitomo | Light Rail Vehicle | 159 |
| Sumitomo | Light Rail Vehicle | 160 |
| Sumitomo | Light Rail Vehicle | 161 |
| Sumitomo | Light Rail Vehicle | 162 |
| Sumitomo | Light Rail Vehicle | 163 |
| Sumitomo | Light Rail Vehicle | 164 |
| Sumitomo | Light Rail Vehicle | 165 |
| Sumitomo | Light Rail Vehicle | 166 |
| Sumitomo | Light Rail Vehicle | 167 |
| Sumitomo | Light Rail Vehicle | 168 |

A fee of twenty-eight (\$ 28.00) dollars is enclosed. Please return the original and any extra copies not needed by the Board for recordation to Charles A. Spitulnik, Esq., McLeod, Watkinson & Miller, and One Massachusetts Avenue, NW, Suite 800, Washington D.C. 20001. A short summary of the document to appear in the index follows:

Memorandum of Head Lease Supplement (LA-2001-C1) between Los Angeles County Metropolitan Transportation Authority, One Gateway Plaza, Los Angeles, California 90012-2952 and LACMTA Rail Statutory Trust LA-2001-C1, a Connecticut Statutory Trust, C/o State Street Bank and Trust Company of California National Association, Library Tower, 633 West Fifth Street, 12th Floor, Los Angeles, California 90071. A description of the equipment covered by the document follows:

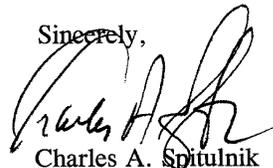
September 26, 2001
Page 3

EQUIPMENT DESCRIPTION

| <u>Item of Equipment</u> | <u>Description</u> | <u>Serial Number</u> |
|------------------------------|--------------------|--------------------------|
| Siemens | Light Rail Vehicle | 201 |
| Siemens | Light Rail Vehicle | 202 |
| Siemens | Light Rail Vehicle | 204 |
| Siemens | Light Rail Vehicle | 210 |
| Siemens | Light Rail Vehicle | 211 |
| Siemens | Light Rail Vehicle | 212 |
| Siemens | Light Rail Vehicle | 213 |
| Siemens | Light Rail Vehicle | 215 |
| Siemens | Light Rail Vehicle | 216 |
| Siemens | Light Rail Vehicle | 217 |
| Sumitomo | Light Rail Vehicle | 154 |
| Sumitomo | Light Rail Vehicle | 155 |
| Sumitomo | Light Rail Vehicle | 156 |
| Sumitomo | Light Rail Vehicle | 157 |
| Sumitomo | Light Rail Vehicle | 158 |
| Sumitomo | Light Rail Vehicle | 159 |
| Sumitomo | Light Rail Vehicle | 160 |
| Sumitomo | Light Rail Vehicle | 161 |
| Sumitomo | Light Rail Vehicle | 162 |
| Sumitomo | Light Rail Vehicle | 163 |
| Sumitomo | Light Rail Vehicle | 164 |
| Sumitomo | Light Rail Vehicle | 165 |
| Sumitomo | Light Rail Vehicle | 166 |
| Sumitomo | Light Rail Vehicle | 167 |
| Sumitomo | Light Rail Vehicle | 168 |

If you have any questions or comments please do not hesitate to call.

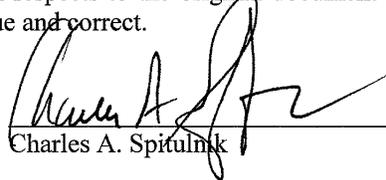
Sincerely,



Charles A. Spitulnik

Certification of Authenticity as Required by 49 C.F.R. § 1177.3 (b)(2)

I Charles A. Spitulnik certify that I have compared the counterparts of the Memorandum of Head Lease Supplement (LA-2001-C1) attached hereto with the original and found the counterparts to be complete and identical in all respects to the original document and I declare under penalty of perjury that the foregoing is true and correct.



Charles A. Spitulnik

MEMORANDUM OF HEAD LEASE SUPPLEMENT (LA-2001-C1)

Memorandum of Head Lease Supplement (LA-2001-C1), made and entered into on September 25, 2001 by and between **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**, having its principal office at One Gateway Plaza, Los Angeles, California (the "*Head Lessor*"), and **LACMTA RAIL STATUTORY TRUST LA-2001-C1**, having its principal place of business at c/o State Street Bank and Trust Company of California, National Association, Library Tower, 633 West Fifth Street, 12th Floor, Los Angeles, California (the "*Head Lessee*").

WITNESSETH:

The undersigned have entered into that certain Head Lease Supplement (LA-2001-C1), dated as of September 25, 2001, 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 Exhibit A attached hereto.

Remainder of page intentionally left blank

RECORDATION NO. 23673 FILED

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Supplement to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY

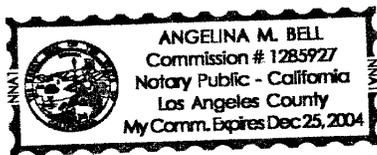
By: 
Name: Terry Matsumoto
Title: Executive Officer, Finance and Treasurer

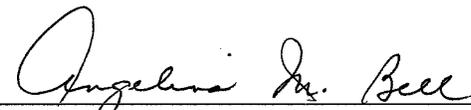
ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On September 18, 2001, before me, Angelina M. Bell, personally came Terry Matsumoto, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.




Notary Public

My commission expires on December 25, 2004

Exhibit A
to Memorandum of Head Lease Supplement (LA-2001-C1)

EQUIPMENT DESCRIPTION

| <u>Item of Equipment</u> | <u>Description</u> | <u>Serial Number</u> | <u>Equipment Value</u> |
|------------------------------|--------------------|--------------------------|----------------------------|
| Siemens | Light Rail Vehicle | 201 | \$ 4,200,000 |
| Siemens | Light Rail Vehicle | 202 | 4,200,000 |
| Siemens | Light Rail Vehicle | 204 | 4,200,000 |
| Siemens | Light Rail Vehicle | 210 | 4,200,000 |
| Siemens | Light Rail Vehicle | 211 | 4,200,000 |
| Siemens | Light Rail Vehicle | 212 | 4,200,000 |
| Siemens | Light Rail Vehicle | 213 | 4,200,000 |
| Siemens | Light Rail Vehicle | 215 | 4,200,000 |
| Siemens | Light Rail Vehicle | 216 | 4,200,000 |
| Siemens | Light Rail Vehicle | 217 | 4,200,000 |
| Sumitomo | Light Rail Vehicle | 154 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 155 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 156 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 157 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 158 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 159 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 160 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 161 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 162 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 163 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 164 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 165 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 166 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 167 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 168 | 2,700,000 |
| Total | | | \$ 82,500,000 |

Exhibit A
to Memorandum of Head Lease Supplement (LA-2001-C1)

EQUIPMENT DESCRIPTION

| <u>Item of Equipment</u> | <u>Description</u> | <u>Serial Number</u> | <u>Equipment Value</u> |
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| Siemens | Light Rail Vehicle | 212 | 4,200,000 |
| Siemens | Light Rail Vehicle | 213 | 4,200,000 |
| Siemens | Light Rail Vehicle | 215 | 4,200,000 |
| Siemens | Light Rail Vehicle | 216 | 4,200,000 |
| Siemens | Light Rail Vehicle | 217 | 4,200,000 |
| Sumitomo | Light Rail Vehicle | 154 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 155 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 156 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 157 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 158 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 159 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 160 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 161 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 162 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 163 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 164 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 165 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 166 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 167 | 2,700,000 |
| Sumitomo | Light Rail Vehicle | 168 | 2,700,000 |
| Total | | | \$ 82,500,000 |