

RECORDATION NO. 24623-A FILED

SEP 30 '03 5-11 PM

SURFACE TRANSPORTATION BOARD

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

September 30, 2003

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 Lease Agreement (2003-B), dated as of September 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number _____.

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

Lessor: CTDOT 2003-B Statutory Trust
c/o Wells Fargo Bank Northwest,
National Association
213 Court Street, Suite 902
Middletown, Connecticut 06457

Lessee: State of Connecticut
c/o Commissioner of Transportation
2800 Berlin Turnpike
P.O. Box 317546
Newington, Connecticut 06131-7546

Mr. Vernon A. Williams
September 30, 2003
Page 2

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

70 railcars and 4 locomotives with CTDOT reporting marks and with road numbers as specifically set forth on the Exhibit A to the filed document.

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

Memorandum of Lease Agreement (2003-B).

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

RECREATION DIV. 24623-A
SEP 30 '03 5-11 PM
SURFACE TRANSPORTATION DIV.

MEMORANDUM OF LEASE AGREEMENT (2003-B) dated as of September, 30, 2003, between CTDOT 2003-B Statutory Trust (the "Lessor") and the STATE OF CONNECTICUT, (the "Lessee"). Capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in Appendix A to the Participation Agreement (2003-B) dated as of September 30, 2003 among the State of Connecticut, as Lessee, CTDOT 2003-B Statutory Trust, as Lessor, AmSouth Leasing, Ltd., as Equity Investor, FSA Global Funding Limited, as Series A Lender, Dexia Crédit Local, New York Agency, as Series B Lender and Agent, Premier International Funding Co., as Debt Payment Undertaker and Wells Fargo Bank Northwest, National Association, as Trustee and in its individual capacity only to the extent expressly provided therein.

WHEREAS, Lessor and Lessee have entered into that certain Lease Agreement (2003-B) dated as of September 30, 2003 (the "Lease") as supplemented by that certain Lease Supplement 1 (2003-B), Lease Supplement 2 (2003-B), Lease Supplement 3 (2003-B), Lease Supplement 4 (2003-B) and Lease Supplement 5 (2003-B) all dated September 30, 2003 (the "Supplements") (the terms of each of which are incorporated herein by reference), covering the commuter rail equipment identified in Schedule A hereto, bearing the equipment numbers of Lessee shown in said Schedule A;

WHEREAS, the Lease and the Supplement shall be effective as of the Closing Date; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the leasehold interest of the Lessee in said mass transit equipment, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

STATUTORY
CTDOT 2003-~~B~~A TRUST

BY: WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Trustee under
the Trust Agreement (2003-C)

By: 
Name: MICHAEL D. HOGAN
Title: VICE PRESIDENT

STATE OF CONNECTICUT

By: _____
Name:
Title:

Authorized pursuant to Section 13b-34(h) of the
Connecticut General Statutes, as revised

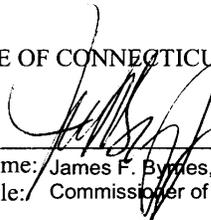
IN WITNESS WHEREOF, the parties wish to show for the public record the leasehold interest of the Lessee in said mass transit equipment, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

STATUTORY
CTDOT 2003-B²TRUST

BY: WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Trustee under
the Trust Agreement (2003-B)

By: _____
Name:
Title:

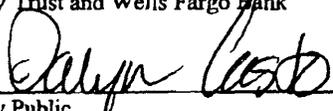
STATE OF CONNECTICUT

By:  _____
Name: James F. Byrnes, Jr.
Title: Commissioner of Transportation

Authorized pursuant to Section 13b-34(h) of the
Connecticut General Statutes, as revised

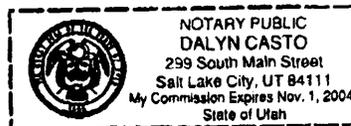
STATE OF Utah)
)ss.:
COUNTY OF Salt Lake)

On this ___ day of September, 2003, before me personally appeared Michael Hoggan, to me personally known, who, by me being duly sworn, says that he/she is the vice - president of Wells Fargo Bank Northwest, National Association, that the foregoing instrument was signed on behalf of CTDOT 2003-~~B~~ Statutory Trust by Wells Fargo Bank Northwest, National Association, as Trustee under the Trust Agreement (2003-A), and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said CTDOT 2003-A Statutory Trust and Wells Fargo Bank Northwest, National Association.



Notary Public

My Commission Expires: _____



EQUIPMENT LIST

Passenger Rail Equipment - Transit Rail Vehicles

<u>CAR TYPE</u>	<u>SUPPLIER</u>	<u>MODEL</u>	<u>CAR NO.</u>	<u>IN SERVICE DATE</u>
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1621 Trailer	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1623 Trailer	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1625 Trailer	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1627 Trailer	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1629 Trailer	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1631 Trailer	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1633 Trailer	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1671 Cab	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1673 Cab	January 1, 1980
Push Pull (Transit) Passenger Rail Vehicle	Budd Company	Constitution Liner	1675 Cab	January 1, 1980

EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

<u>CAR TYPE</u>	<u>SUPPLIER</u>	<u>MODEL</u>	<u>CAR NO.</u>	<u>IN SERVICE DATE</u>
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6211 Cab	May 23, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6213 Cab	May 23, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6215 Cab	May 23, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6217 Cab	May 23, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6219 Cab	August 30, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1691 Cab	December 20, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1693 Cab	October 24, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1695 Cab	October 24, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1697 Cab	October 24, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6270 Trailer	August 30, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6272 Trailer	August 1, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	9274 Trailer	August 7, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6276 Trailer	September 25, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	6278 Trailer	September 25, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1614 Trailer	October 24, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1616 Trailer	October 24, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1640 HEP Trailer	December 20, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1642 HEP Trailer	October 24, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1644 HEP Trailer	December 20, 1991
Push Pull (Transit) Passenger Rail Vehicle	Bombardier Inc.	Shoreliner	1646 HEP Trailer	December 20, 1991

EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

<u>CAR TYPE</u>	<u>SUPPLIER</u>	<u>MODEL</u>	<u>CAR NO.</u>	<u>IN SERVICE DATE</u>
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9000A	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9001B	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9002A	September 12, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9003B	September 12, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9004A	January 17, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9005B	January 17, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9006A	November 23, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9007B	November 23, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9008A	April 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9009B	April 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9010A	March 29, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9011B	March 29, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9012A	April 19, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9013B	April 19, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9014A	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9015B	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9016A	May 25, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9017B	May 25, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9018A	May 26, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9019B	May 26, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9051D	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9053D	September 12, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9055D	January 17, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9057D	November 23, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9059D	April 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9061D	March 29, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9063D	April 19, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9065D	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9067D	May 25, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9069D	May 26, 1995

EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

<u>CAR TYPE</u>	<u>SUPPLIER</u>	<u>MODEL</u>	<u>CAR NO.</u>	<u>IN SERVICE DATE</u>
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9000A	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9001B	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9002A	September 12, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9003B	September 12, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9004A	January 17, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9005B	January 17, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9006A	November 23, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9007B	November 23, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9008A	April 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9009B	April 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9010A	March 29, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9011B	March 29, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9012A	April 19, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9013B	April 19, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9014A	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9015B	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9016A	May 25, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9017B	May 25, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9018A	May 26, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9019B	May 26, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9051D	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9053D	September 12, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9055D	January 17, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9057D	November 23, 1994
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9059D	April 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9061D	March 29, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9063D	April 19, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9065D	June 28, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9067D	May 25, 1995
Heavy Rail (Transit) Passenger Rail Vehicle	Morrison Knudson	M6	9069D	May 26, 1995

EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

<u>CAR TYPE</u>	<u>SUPPLIER</u>	<u>MODEL</u>	<u>CAR NO.</u>	<u>IN SERVICE DATE</u>
Locomotive, Diesel Electric	General Electric	Genesis	228	October 5, 2001
Locomotive, Diesel Electric	General Electric	Genesis	229	December 12, 2001
Locomotive, Diesel Electric	General Electric	Genesis	230	October 18, 2001
Locomotive, Diesel Electric	General Electric	Genesis	231	October 17, 2001

EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

<u>CAR TYPE</u>	<u>SUPPLIER</u>	<u>MODEL</u>	<u>CAR NO.</u>	<u>IN SERVICE DATE</u>
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6280	April 12, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6282	April 12, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6284	May 2, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6286	May 2, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6288	June 11, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6281	May 31, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6283	July 22, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6285	July 22, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6221	September 5, 2002
Push Pull (Transit) Passenger Rail Vehicle	Bombardier, Inc.	Shoreliner	6222	September 5, 2002