

RECORDATION NO. 26142-B FILED

JAN 20 2006 4:08 PM

SURFACE TRANSPORTATION BOARD

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

January 20, 2006

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 (RT-2006-FT), dated as of January 20, 2006, 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: RT Statutory Trust RT-2006-FT
c/o U.S. Bank National Association
633 West Fifth Street
24th Floor
Los Angeles, California 90071

Lessee: Sacramento Regional Transit District
1400 29th Street
Sacramento, California 95816

Mr. Vernon A. Williams
January 20, 2006
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A description of the railroad equipment covered by the enclosed document is:

20 railcars bearing Sacramento Regional Transit District reporting marks and road numbers 127 - 136, 201, 210 - 214 and 237 - 240.

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

Memorandum of Lease Agreement (RT-2006-FT).

Also enclosed is a check in the amount of \$33.00 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

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JAN 20 2006 4-06 PM

SURFACE TRANSPORTATION BOARD ; Execution Version

MEMORANDUM OF LEASE AGREEMENT (RT-2006-FT)

Memorandum of Lease Agreement (RT-2006-FT), made and entered into on January 20, 2006 by and between **RT STATUTORY TRUST RT-2006-FT**, a Connecticut statutory trust, having its principal place of business at U.S. Bank National Association, 633 West Fifth Street, 24th Floor, Los Angeles, CA 90071, Attention: Corporate Trust Services (the "**Lessor**"), and **SACRAMENTO REGIONAL TRANSIT DISTRICT**, a public corporation of the State of California, having its principal office at 1400 29th Street, Sacramento, CA 95816 (the "**Lessee**").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (RT-2006-FT), dated as of January 20, 2006, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railcars bearing running numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement (RT-2006-FT).

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Agreement (RT-2006-FT) to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

RT STATUTORY TRUST RT-2006-FT

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

By: _____

Name:

Paula Oswald

Title:

Vice President

LESSEE:

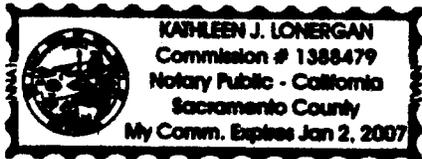
SACRAMENTO REGIONAL TRANSIT DISTRICT

By: Beverly A. Scott
Beverly A. Scott, Ph.D.
General Manager/CEO

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SACRAMENTO)

On January 18, 2006, before me, KATHLEEN J. LONERGAN personally came Beverly A. Scott, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her 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.

Kathleen J. Lonergan
Notary Public

My commission expires on _____

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Running No.
CAF-200	201
CAF-200	210
CAF-200	211
CAF-200	212
CAF-200	213
CAF-200	214
CAF-200	237
CAF-200	238
CAF-200	239
CAF-200	240
Siemens/Duewag U-2A	127
Siemens/Duewag U-2A	128
Siemens/Duewag U-2A	129
Siemens/Duewag U-2A	130
Siemens/Duewag U-2A	131
Siemens/Duewag U-2A	132
Siemens/Duewag U-2A	133
Siemens/Duewag U-2A	134
Siemens/Duewag U-2A	135
Siemens/Duewag U-2A	136

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/20/06



Robert W. Alvord