

RECORDATION NO. 27157 FILED

SEP 12 '07 -3 35 PM

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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

20036

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September 12, 2007

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 Head Lease Agreement (RT-2007-FT), dated as of September 12, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Head Lessor: Sacramento Regional Transit District
1400 29th Street
Sacramento, CA 95816

Head Lessee: RT Statutory Trust RT-2007-FT
U.S. Bank National Association
633 West Fifth Street, 24th Floor
Los Angeles, CA 90071

Mr. Vernon A. Williams
September 12, 2007
Page 2

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

22 CAF-200 railcars bearing Sacramento Regional Transit District reporting marks and road numbers 215 – 236.

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

Memorandum of Head Lease Agreement (RT-2007-FT).

Also enclosed is a check in the amount of \$35.00 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/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

EXECUTION

MEMORANDUM OF HEAD LEASE AGREEMENT (RT-2007-FT)

Memorandum of Head Lease Agreement (RT-2007-FT), made and entered into on September 12, 2007 by and between **SACRAMENTO REGIONAL TRANSIT DISTRICT**, a public corporation of the State of California, having its principal office at 1400 29th Street, Sacramento, CA 95816 (the "*Head Lessor*"), and **RT STATUTORY TRUST RT-2007-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 "*Head Lessee*").

WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (RT-2007-FT), dated as of September 12, 2007, 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 railcars bearing running numbers as listed on Exhibit A attached hereto, subject to the term defined in said Head Lease Agreement (RT-2007-FT).

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Agreement (RT-2007-FT) to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

SACRAMENTO REGIONAL TRANSIT DISTRICT

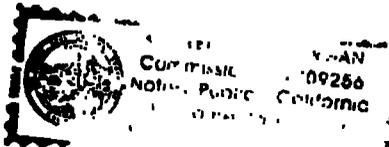
By: Beverly A. Scott
Beverly A. Scott, Ph.D.
General Manager CEO

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SACRAMENTO)

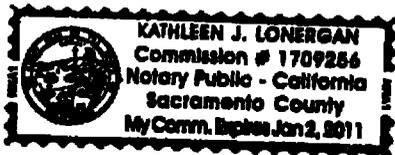
On September 6, 2007, before me, Kathleen J. Lonergan, personally came Beverly A. Scott, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, 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

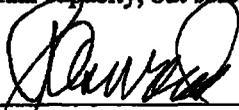
My commission expires on 1/2/2011



HEAD LESSEE:

RT STATUTORY TRUST RT-2007-FT

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

By: 
Name: Paula Oswald
Title: Vice President

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

On September 10, 2007 before me, Reuel Doce the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies), and that by her signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



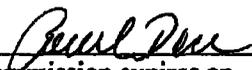

My commission expires on March 24, 2010

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Running No.
CAF-200	215
CAF-200	216
CAF-200	217
CAF-200	218
CAF-200	219
CAF-200	220
CAF-200	221
CAF-200	222
CAF-200	223
CAF-200	224
CAF-200	225
CAF-200	226
CAF-200	227
CAF-200	228
CAF-200	229
CAF-200	230
CAF-200	231
CAF-200	232
CAF-200	233
CAF-200	234
CAF-200	235
CAF-200	236

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: 9/12/07



Robert W. Alvord