

RECORDATION NO. **23205-A** FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

OCT 27 '00 12-12 PM
TS
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

October 26, 2000

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

Re: DART 2000-F1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Head Lease Supplement No. 1, dated October 26, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Head Lease Agreement which is being filed with the Board under Recordation Number 23205.

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

Head Lessor:	Dallas Area Rapid Transit 1401 Pacific Avenue Dallas, TX 75202-7220
Head Lessee:	DART 2000-F1 Trust c/o Wilmington Trust Company One Rodney Square 1100 North Market Street Wilmington, DE 19890-0001

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

25 Kinkisharyo light rail vehicles DART 169 - DART 194 (excluding 189)

Mr. Vernon A. Williams
October 26, 2000
Page Two

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

Head Lease Supplement No.1 between Dallas Area Rapid Transit, Head Lessor, and Wilmington Trust Company, Trustee of the DART 2000-F1 Trust, Head Lessee, covering 25 Kinkisharyo light rail vehicles DART 169 - DART 194 (excluding 189).

Also enclosed is a check in the amount of \$26.00 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,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF HEAD LEASE SUPPLEMENT NO. 1 (DART 2000-F1)

Memorandum of Head Lease Supplement No. 1 (DART 2000-F1), made and entered into on October 26, 2000 by and between Dallas Area Rapid Transit, as Head Lessor (the "Head Lessor"), and DART 2000-F1 Trust, as Head Lessee (the "Head Lessee").

WITNESSETH:

The undersigned have entered into that certain Head Lease Supplement No. 1 (DART 2000-F1), dated as of October 26, 2000, 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 LEFT INTENTIONALLY BLANK]

RECORDATION NO. 23205-A FILED
OCT 27 '00 12:12 PM
SURFACE TRANSPORTATION BOARD

**EXHIBIT A
DALLAS AREA RAPID TRANSIT
PURCHASE PRICE ALLOCATION**

<u>Description</u>	<u>Running Number</u>	<u>Appraised Remaining Useful Life</u>	<u>Fair Market Value (US\$)</u>
Kinki Sharyo Light Rail Vehicle	169	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	170	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	171	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	172	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	173	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	174	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	175	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	176	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	177	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	178	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	179	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	180	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	181	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	182	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	183	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	184	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	185	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	186	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	187	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	188	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	190	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	191	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	192	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	193	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	194	50	<u>\$3,250,000</u>
TOTAL			\$81,250,000