

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

November 2, 2000

RECORDATION NO. 23220-A FILED

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

NOV - 6 '00 : 1:33 PM

**SURFACE TRANSPORTATION BOARD**

Re: PCJPB-WFEF-2000

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 Supplement, dated as of November 2, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the 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:

Head Lessor: Peninsula Corridor Joint  
Powers Board  
1250 San Carlos Avenue  
San Carlos, CA 94070

Head Lessee: State Street Bank and  
Trust Company of California  
633 West Fifth Street  
Los Angeles, CA 90071

Mr. Vernon Williams  
November 2, 2000  
Page Two

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

3 F40PH-2 locomotives numbered 920, 921 and 922 and 14 trailer cars numbered 3852 - 3865 and 6 cab cars numbered 4021 - 4026.

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

Head Lease Supplement between Peninsula Corridor Joint Powers Board, Head Lessor, and State Street Bank and Trust Company of California, Head Lessee covering 3 F40PH-2 locomotives numbered 920, 921 and 922 and 14 trailer cars numbered 3852 - 3865 and 6 cab cars numbered 4021 - 4026.

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,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF HEAD LEASE SUPPLEMENT (PCJPB-WFEF-2000)**

Memorandum of Head Lease Supplement (PCJPB-WFEF-2000), made and entered into on November 2, 2000 by and between Peninsula Corridor Joint Powers Board, as Head Lessor (the "Head Lessor") and State Street Bank and Trust Company of California, National Association, as Trustee, as Head Lessee (the "Head Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Head Lease Supplement (PCJPB-WFEF-2000), dated as of November 2, 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 INTENTIONALLY LEFT BLANK]

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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 its authorized officer on the day and year first above written.

HEAD LESSOR:

PENINSULA CORRIDOR JOINT POWERS BOARD

By: *MJ Scanlon*  
Name: MICHAEL J. SCANLON  
Title: EXECUTIVE DIRECTOR

ACKNOWLEDGEMENT

[STATE OF \_\_\_\_\_] )  
[COUNTY OF \_\_\_\_\_] ) ss.:

On the \_\_\_\_\_ day of November, 2000, before me personally came \_\_\_\_\_, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Supplement; and he acknowledged to me that he executed the same.

*see attached*

\_\_\_\_\_  
Notary Public

California All-Purpose Acknowledgment

State of California                    }            ss.  
County of San Mateo

On Wednesday, November 01, 2000, before me, Martha Martinez, Notary Public, personally appeared **MICHAEL J. SCANLON**, 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 entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.

*Martha Martinez*



**EXHIBIT A**

**Description of Railcars; Equipment Values  
Equipment Lot No. 1**

<b>Item of Equipment</b>	<b>Serial No.</b>	<b>Equipment Value</b>
General Motors F40PH-2 Locomotive	920	\$3,260,000.00
General Motors F40PH-2 Locomotive	921	\$3,260,000.00
General Motors F40PH-2 Locomotive	922	\$3,260,000.00

**EXHIBIT A**

**Description of Railcars; Equipment Values  
Equipment Lot No. 2**

<b>Item of Equipment</b>	<b>Serial No.</b>	<b>Equipment Value</b>
Nippon Sharyo Trailer Car	3852	\$2,840,000.00
Nippon Sharyo Trailer Car	3853	\$2,840,000.00
Nippon Sharyo Trailer Car	3854	\$2,840,000.00
Nippon Sharyo Trailer Car	3855	\$2,840,000.00
Nippon Sharyo Trailer Car	3856	\$2,840,000.00
Nippon Sharyo Trailer Car	3857	\$2,840,000.00
Nippon Sharyo Trailer Car	3858	\$2,840,000.00
Nippon Sharyo Trailer Car	3859	\$2,840,000.00
Nippon Sharyo Trailer Car	3860	\$2,840,000.00
Nippon Sharyo Trailer Car	3861	\$2,840,000.00
Nippon Sharyo Trailer Car	3862	\$2,840,000.00
Nippon Sharyo Trailer Car	3863	\$2,840,000.00
Nippon Sharyo Trailer Car	3864	\$2,840,000.00
Nippon Sharyo Trailer Car	3865	\$2,840,000.00
Nippon Sharyo Cab Car	4021	\$3,030,000.00
Nippon Sharyo Cab Car	4022	\$3,030,000.00
Nippon Sharyo Cab Car	4023	\$3,030,000.00
Nippon Sharyo Cab Car	4024	\$3,030,000.00
Nippon Sharyo Cab Car	4025	\$3,030,000.00
Nippon Sharyo Cab Car	4026	\$3,030,000.00