RECORDATION NO. 23507-A FILED

JUN 8 '01 2-38 PM

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 8, 2001

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 Supplement, dated May 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number 23507.

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

Head Lessor: Central Puget Sound Regional Transit Authority
410 S. Jackson Street
Seattle, Washington 98104-2826

Head Lessee: ST 2001 FH-1 Statutory Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

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

Eleven (11) control cab coaches SBRX 101 - SBRX 111;

Eleven (11) push-pull coaches SBRX 201-SBRX 211;

Five (5) locomotives SBRX 901- SBRX 905.

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

Memorandum of Head Lease Supplement

Also enclosed is a check in the amount of $28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing 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
(ST 2001 FH-1)

Memorandum of Head Lease Supplement (ST 2001 FH-1), made and entered into on May 31, 2001 between Central Puget Sound Regional Transit Authority, as Head Lessor (the "***Head Lessor***") and ST 2001 FH-1 STATUTORY TRUST, as Head Lessee (the "***Head Lessee***").

WITNESSETH:

The undersigned have entered into that certain Head Lease Supplement (ST 2001 FH-1), dated as of May 31, 2001, 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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IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Supplement (ST 2001 FH-1) to be duly executed by its authorized officer as of the day and year first above written.

HEAD LESSOR:

CENTRAL PUGET SOUND REGIONAL TRANSIT AUTHORITY

By: Joni M Earl
Name: Joni Earl
Title: Acting Executive Director

ACKNOWLEDGEMENT

STATE OF WASHINGTON)
) ss.:
COUNTY OF KING)

On this 29th day of May, 2001, before me personally came JONI EARL, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Supplement (ST 2001 FH-1); and she acknowledged to ~~me that she~~ executed the same.

DESMOND L. BROWN
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES 11-9-02

Notary Public

HEAD LESSEE:

ST 2001 FH-1 STATUTORY TRUST

By: _____
Name: W. Chris Sponenberg
Title: Assistant Vice President

ACKNOWLEDGEMENT

[STATE OF DE])
) ss.:
[COUNTY OF New Castle])

On this 8 day of May, 2001, before me personally came W. Chris Sponenberg, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Supplement (ST 2001 FH-1); and he acknowledged to me that he executed the same.

Leigh Emmi
Notary Public
LEIGH EMMI
NOTARY PUBLIC
My Commission Expires August 1, 2002

Exhibit A

EQUIPMENT DESCRIPTION

Equipment Description	Serial Number
Bombardier Ltd. Bi-level V Multi-level Push-Pull Control Cab Coaches	SBRX 101
	SBRX 102
	SBRX 103
	SBRX 104
	SBRX 105
	SBRX 106
	SBRX 107
	SBRX 108
	SBRX 109
	SBRX 110
	SBRX 111
Bombardier Ltd. Bi-level V Multi-level Push-Pull Coaches	SBRX 201
	SBRX 202
	SBRX 203
	SBRX 204
	SBRX 205
	SBRX 206
	SBRX 207
	SBRX 208
	SBRX 209
	SBRX 210
	SBRX 211
F-59PHI Locomotives manufactured by the Electro-Motive Division of General Motors	SBRX 901
	SBRX 902
	SBRX 903
	SBRX 904
	SBRX 905