

RECORDATION NO. 23639-B FILED

SFP 05 '01 4-19 PM

SURFACE TRANSPORTATION BOARD

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

September 5, 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 Lease Agreement (BSDA 2001-F1), dated as of August 30, 2001, 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 which is being filed with the Board under Recordation Number _____.

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

Lessor: BSDA 2001-F1 Statutory Trust
C/o Wells Fargo Bank Northwest,
National Association
79 South Main Street
3rd Floor
Salt Lake City, UT 84111

Lessee: Bi-State Development
Agency of the
Missouri-Illinois Metropolitan District
707 North First Street
St. Louis, Missouri 63102

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

Seven (7) Siemens Light Rail Vehicles Nos. 3001- 3007

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

Memorandum of Lease Agreement (BSDA 2001-F1)

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 LEASE AGREEMENT (BSDA 2001-F1)

Memorandum of Lease Agreement (BSDA 2001-F1), made and entered into on August 30, 2001 by and between BSDA 2001-F1 Statutory Trust (the "*Lessor*"), and Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "*Lessee*").

The undersigned have entered into that certain Lease Agreement (BSDA 2001-F1), dated as of August 30, 2001, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement (BSDA 2001-F1).

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SURFACE TRANSPORTATION BOARD

Exhibit A

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Equipment Description</u>	<u>Serial Number</u>	<u>Equipment Value</u>
Siemens LRV No. 3001	01	\$4,000,000
Siemens LRV No. 3002	02	\$4,000,000
Siemens LRV No. 3003	03	\$4,000,000
Siemens LRV No. 3004	04	\$4,000,000
Siemens LRV No. 3005	05	\$4,000,000
Siemens LRV No. 3006	06	\$4,000,000
Siemens LRV No. 3007	07	\$4,000,000