

RECORDATION NO. 23754-B FILED

DEC 6 '01 2:12 PM

TS
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

December 6, 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-C2), dated as of November 29, 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 23754.

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

Lessor:	BSDA 2001-C2 Statutory Trust C/o Wells Fargo Bank Northwest, National Association 79 South Main Street 3 rd 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

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

Four (4) Siemens Light Rail Vehicles Nos.3021 - 3024

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

Memorandum of Lease Agreement (BSDA 2001-C2)

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-C2)

Memorandum of Lease Agreement (BSDA-2001-C2), made and entered into on November 21, 2001 by and between **BSDA 2001-C2 STATUTORY TRUST**, a Connecticut statutory trust, as Lessor (the "*Lessor*"), and **BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**, a body corporate and politic of the United States of America and the States of Illinois and Missouri, as Lessee (the "*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (BSDA-2001-C2), dated as of November 21, 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-C2).

Remainder of page intentionally left blank

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

LESSOR:

BSDA 2001-C2 STATUTORY TRUST, By
WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its individual
capacity, but solely as Trustee

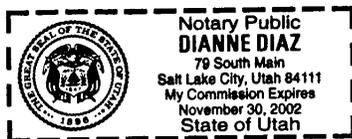
By: 
Name: Michael D. Hoggan
Title: Assistant Vice President

ACKNOWLEDGEMENT

STATE OF UTAH)
)SS.
COUNTY OF SALT LAKE)

On November 21, 2001, before me, Dianne Diaz, personally came Michael D. Hoggan, 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.




Notary Public

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

<u>Item of Equipment</u>	<u>Description</u>	<u>Vehicle Number</u>	<u>Equipment Value</u>
Siemens SD460 Light Rail Vehicle	Light Rail Vehicle	3021	4,000,000
Siemens SD460 Light Rail Vehicle	Light Rail Vehicle	3022	4,000,000
Siemens SD460 Light Rail Vehicle	Light Rail Vehicle	3023	4,000,000
Siemens SD460 Light Rail Vehicle	Light Rail Vehicle	3024	4,000,000