

RECORDATION NO. 93777-A FILED

ALVORD AND ALVORD
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DEC 20 '01 2-57 PM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 20, 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 (CA-WF-2001), dated as of December 18, 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 Agreement (CA-WF-2001) which is being filed with the Board under Recordation Number _____.

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

Lessor:	State of California Department of Transportation Legal Division, MS57 1120 N Street Sacramento, California 95812-1438
Lessee:	State Street Bank and Trust Company of California, National Association, Trustee Library Tower 633 West Fifth Street, 12th Floor Los Angeles, CA 90071

Mr. Vernon A. Williams
December 20, 2001
Page 2

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

Six (6) General Motors F59PHI locomotives with State of California Department of Transportation road marks 2010 – 2015; and twelve (12) coach railcars with State of California Department of Transportation road marks 6351, 6451, 6461 – 6463, 6851, 6951 – 6953 and 6961 – 6963.

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

Memorandum of Head Lease Supplement (CA-WF-2001).

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.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

RECORDATION NO. 23777-A FILED

DEC 20 '01 2-57 PM

MEMORANDUM OF HEAD LEASE SUPPLEMENT (CA-WF 2001) SURFACE TRANSPORTATION BOARD

Memorandum of Head Lease Supplement (CA-WF 2001), dated December 18, 2001 between **STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION**, having its principal office at 1415 11th Street, Sacramento California 95814 (the "**Head Lessor**"), and **STATE STREET BANK AND TRUST COMPANY OF CALIFORNIA, NATIONAL ASSOCIATION**, a national banking association, not in its individual capacity but solely as Trustee, having its principal place of business at Library Tower, 633 West Fifth Street, 12th Floor, Los Angeles, California 90071 (the "**Head Lessee**").

WITNESSETH:

The undersigned have entered into that certain Head Lease Supplement (CA-WF 2001), dated as of December 18, 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

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

HEAD LESSOR:

STATE OF CALIFORNIA DEPARTMENT OF
TRANSPORTATION

By: William B. Bassett
Name: William B. Bassett
Title: Attorney

ACKNOWLEDGEMENT

STATE OF New York)
COUNTY OF New York) ss.

On December 14, 2001, before me, Theresa K. Finnegan, personally came William B. Bassett, 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.

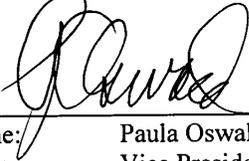
Theresa K. Finnegan
Notary Public

My commission expires on Dec. 21, 20 01

THERESA K. FINNEGAN
NOTARY PUBLIC, State of New York
No. 01F14915012
Qualified in Nassau County
Commission Expires Dec. 21, 20 01

HEAD LESSEE:

STATE STREET BANK AND TRUST
COMPANY OF CALIFORNIA, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as Trustee

By: 
Name: Paula Oswald
Title: Vice President

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On December 13, 2001 before me, Patricia O'Connor the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies) and that, by her signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.


My commission expires on September 23, 2003



EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Serial No.	Equipment Value
General Motors F59PHI Locomotive	2010	\$4,300,000
General Motors F59PHI Locomotive	2011	\$4,300,000
General Motors F59PHI Locomotive	2012	\$4,300,000
General Motors F59PHI Locomotive	2013	\$4,300,000
General Motors F59PHI Locomotive	2014	\$4,300,000
General Motors F59PHI Locomotive	2015	\$4,300,000
Alstom Cab/Baggage Coach	6951	\$3,530,000
Alstom Cab/Baggage Coach	6952	\$3,530,000
Alstom Cab/Baggage Coach	6953	\$3,530,000
Alstom Cab/Baggage Coach	6961	\$3,530,000
Alstom Cab/Baggage Coach	6962	\$3,530,000
Alstom Cab/Baggage Coach	6963	\$3,530,000
Alstom Custom Class Coach	6851	\$3,780,000
Alstom Café Coach	6351	\$3,650,000
Alstom Trailer Coach	6451	\$3,530,000
Alstom Trailer Coach	6461	\$3,530,000
Alstom Trailer Coach	6462	\$3,530,000
Alstom Trailer Coach	6463	\$3,530,000