RECORDATION NO. 23777 D FILED

DEC 20 '01 3-45 PM

SURFACE TRANSPORTATION BOARD

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

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 Sublease Supplement (CA-WF-2001)(Equipment Lot No. 2), 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 Sublease Agreement (CA-WF-2001) which is being filed with the Board under Recordation Number _____-B.

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

Sublessor: State Street Bank and Trust Company of California, National Association, Trustee
Library Tower
633 West Fifth Street, 12th Floor
Los Angeles, CA 90071

Sublessee: State of California Department of Transportation
Legal Division, MS57
1120 N Street
Sacramento, California 95812-1438

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

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 Sublease Supplement (CA-WF-2001) (Equipment Lot No. 2).

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-D FILED

DEC 20 '01 3-45 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE SUPPLEMENT (CA-WF 2001) (Equipment Lot No. 2)

Memorandum of Sublease Supplement (CA-WF 2001) (Equipment Lot No. 2), dated as of December 18, 2001 between **STATE STREET BANK AND TRUST COMPANY OF CALIFORNIA, NATIONAL ASSOCIATION**, a national banking association, not in its individual capacity, but solely as Trustee, as Sublessor (the "***Sublessor***"), and **STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION**, an agency of the State of California, as Sublessee (the "***Sublessee***").

WITNESSETH:

The undersigned have entered into that certain Sublease Supplement (CA-WF 2001) (Equipment Lot No. 2), dated as of December 18, 2001, whereby the Sublessor has agreed to lease to the Sublessee and the Sublessee has agreed to lease from the Sublessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Sublessor and the Sublessee have each caused this Memorandum of Sublease Supplement (Equipment Lot. No. 2) to be duly executed by their respective authorized officers on the day and year first above written.

SUBLESSOR:

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, Pathricia 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

PATHRICIA O'CONNOR
Commission # 1235302
Notary Public - California
Los Angeles County
My Comm. Expires Sep 23, 2003

SUBLESSEE:

STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION

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

ACKNOWLEDGEMENT

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

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, 2001

THERESA K. FINNEGAN
NOTARY PUBLIC, State of New York
No. 01FI4915012
Qualified in Nassau County
Commission Expires Dec. 21, 2001

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES
Equipment Lot No. 2

Item of Equipment	Serial No.	Equipment Value
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