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GOVERNMENT RELATIONS

STEPHEN FRERICHS
ECONOMIST

September 26, 2001

Via Hand Delivery

Vernon A. Williams Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

RECORDATION NO. 23672 FILED

SEP 27 '01 9-52 AM

SURFACE TRANSPORTATION BOARD

Re: *Documents for Recordation - Memorandum of Head Lease Agreement (LA-2001-C1)*

Dear Secretary Williams:

I have enclosed an original and three counterparts of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. This document is a Memorandum of Head Lease Agreement (LA-2001-C1), a primary document, dated September 25, 2001.

The names and addresses of the parties to the documents are as follows:

Head Lessor: Los Angeles County Metropolitan Transportation Authority
One Gateway Plaza
Los Angeles, California 90012-2952

Head Lessee: LACMTA Rail Statutory Trust LA-2001-C1, a Connecticut Statutory Trust
C/o State Street Bank and Trust Company of California National Association
Library Tower
633 West Fifth Street
12th Floor
Los Angeles, California 90071

A description of the equipment covered by the document follows:

23672 952

September 26, 2001

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EQUIPMENT DESCRIPTION

<u>Item of Equipment</u>	<u>Description</u>	<u>Serial Number</u>
Siemens	Light Rail Vehicle	201
Siemens	Light Rail Vehicle	202
Siemens	Light Rail Vehicle	204
Siemens	Light Rail Vehicle	210
Siemens	Light Rail Vehicle	211
Siemens	Light Rail Vehicle	212
Siemens	Light Rail Vehicle	213
Siemens	Light Rail Vehicle	215
Siemens	Light Rail Vehicle	216
Siemens	Light Rail Vehicle	217
Sumitomo	Light Rail Vehicle	154
Sumitomo	Light Rail Vehicle	155
Sumitomo	Light Rail Vehicle	156
Sumitomo	Light Rail Vehicle	157
Sumitomo	Light Rail Vehicle	158
Sumitomo	Light Rail Vehicle	159
Sumitomo	Light Rail Vehicle	160
Sumitomo	Light Rail Vehicle	161
Sumitomo	Light Rail Vehicle	162
Sumitomo	Light Rail Vehicle	163
Sumitomo	Light Rail Vehicle	164
Sumitomo	Light Rail Vehicle	165
Sumitomo	Light Rail Vehicle	166
Sumitomo	Light Rail Vehicle	167
Sumitomo	Light Rail Vehicle	168

A fee of twenty-eight (\$ 28.00) dollars is enclosed. Please return the original and any extra copies not needed by the Board for recordation to Charles A. Spitulnik, Esq., McLeod, Watkinson & Miller, and One Massachusetts Avenue, NW, Suite 800, Washington D.C. 20001. A short summary of the document to appear in the index follows:

Memorandum of Head Lease Agreement (LA-2001-C1) between Los Angeles County Metropolitan Transportation Authority, One Gateway Plaza, Los Angeles, California 90012-2952 and LACMTA Rail Statutory Trust LA-2001-C1, a Connecticut Statutory Trust, C/o State Street Bank and Trust Company of California National Association, Library Tower, 633 West Fifth Street, 12th Floor, Los Angeles, California 90071. A description of the equipment covered by the document follows:

September 26, 2001

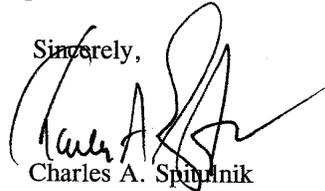
Page 3

EQUIPMENT DESCRIPTION

<u>Item of Equipment</u>	<u>Description</u>	<u>Serial Number</u>
Siemens	Light Rail Vehicle	201
Siemens	Light Rail Vehicle	202
Siemens	Light Rail Vehicle	204
Siemens	Light Rail Vehicle	210
Siemens	Light Rail Vehicle	211
Siemens	Light Rail Vehicle	212
Siemens	Light Rail Vehicle	213
Siemens	Light Rail Vehicle	215
Siemens	Light Rail Vehicle	216
Siemens	Light Rail Vehicle	217
Sumitomo	Light Rail Vehicle	154
Sumitomo	Light Rail Vehicle	155
Sumitomo	Light Rail Vehicle	156
Sumitomo	Light Rail Vehicle	157
Sumitomo	Light Rail Vehicle	158
Sumitomo	Light Rail Vehicle	159
Sumitomo	Light Rail Vehicle	160
Sumitomo	Light Rail Vehicle	161
Sumitomo	Light Rail Vehicle	162
Sumitomo	Light Rail Vehicle	163
Sumitomo	Light Rail Vehicle	164
Sumitomo	Light Rail Vehicle	165
Sumitomo	Light Rail Vehicle	166
Sumitomo	Light Rail Vehicle	167
Sumitomo	Light Rail Vehicle	168

If you have any questions or comments please do not hesitate to call.

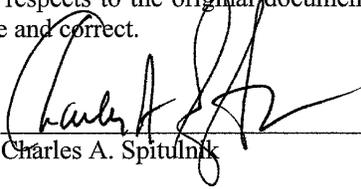
Sincerely,



Charles A. Spinnik

Certification of Authenticity as Required by 49 C.F.R. § 1177.3 (b)(2)

I Charles A. Spitulnik certify that I have compared the counterparts of the Memorandum of Head Lease Agreement (LA-2001-C1) attached hereto with the original and found the counterparts to be complete and identical in all respects to the original document and I declare under penalty of perjury that the foregoing is true and correct.



Charles A. Spitulnik

MEMORANDUM OF HEAD LEASE AGREEMENT (LA-2001-C1)

Memorandum of Head Lease Agreement (LA-2001-C1), made and entered into on September 25, 2001 by and between **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**, as Head Lessor (the "*Head Lessor*"), and **LACMTA RAIL STATUTORY TRUST LA-2001-C1**, as Head Lessee (the "*Head Lessee*").

WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (LA-2001-C1), dated as of September 25, 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, subject to the term defined in said Head Lease Agreement (LA-2001-C1).

Remainder of page intentionally left blank

RECORDATION NO. 23672 FILED

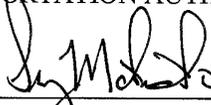
SEP 27 '01 9-52 AM

SURFACE TRANSPORTATION BOARD

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

HEAD LESSOR:

LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY

By: 

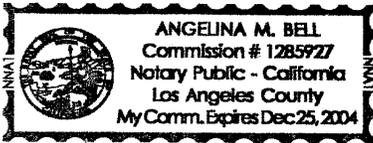
Name: Terry Matsumoto
Title: Executive Officer, Finance and Treasurer

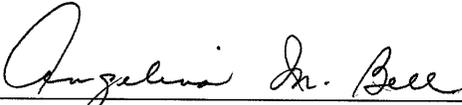
ACKNOWLEDGEMENT

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

On September 18, 2001, before me, Angelina M. Bell, personally came Terry Matsumoto, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his 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

My commission expires on December 25, 2004

Exhibit A
to Memorandum of Head Lease Agreement (LA-2001-C1)

EQUIPMENT DESCRIPTION

<u>Item of Equipment</u>	<u>Description</u>	<u>Serial Number</u>	<u>Equipment Value</u>
Siemens	Light Rail Vehicle	201	\$ 4,200,000
Siemens	Light Rail Vehicle	202	4,200,000
Siemens	Light Rail Vehicle	204	4,200,000
Siemens	Light Rail Vehicle	210	4,200,000
Siemens	Light Rail Vehicle	211	4,200,000
Siemens	Light Rail Vehicle	212	4,200,000
Siemens	Light Rail Vehicle	213	4,200,000
Siemens	Light Rail Vehicle	215	4,200,000
Siemens	Light Rail Vehicle	216	4,200,000
Siemens	Light Rail Vehicle	217	4,200,000
Sumitomo	Light Rail Vehicle	154	2,700,000
Sumitomo	Light Rail Vehicle	155	2,700,000
Sumitomo	Light Rail Vehicle	156	2,700,000
Sumitomo	Light Rail Vehicle	157	2,700,000
Sumitomo	Light Rail Vehicle	158	2,700,000
Sumitomo	Light Rail Vehicle	159	2,700,000
Sumitomo	Light Rail Vehicle	160	2,700,000
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Sumitomo	Light Rail Vehicle	162	2,700,000
Sumitomo	Light Rail Vehicle	163	2,700,000
Sumitomo	Light Rail Vehicle	164	2,700,000
Sumitomo	Light Rail Vehicle	165	2,700,000
Sumitomo	Light Rail Vehicle	166	2,700,000
Sumitomo	Light Rail Vehicle	167	2,700,000
Sumitomo	Light Rail Vehicle	168	2,700,000
Total			\$ 82,500,000