

~~RECORDED~~ 23980

MAY 23 '02 8:46 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

May 23, 2002

Julia Farr, Esq.
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

Dear Ms. Farr:

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 Agreement (CA-WF-2002), dated as of May 21, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Head Lessor:	State of California Department of Transportation Legal Division MS57 1120 N Street Sacramento, CA 95182-1438
Head Lessee:	State Street Bank and Trust Company of California, National Association Library Tower 633 West Fifth Street, 12 th Floor Los Angeles, CA 90071

Julia Farr, Esq.
May 23, 2002
Page 2

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

Ten (10) coach cars with the State of California Department of Transportation road mark and numbered 635~~1~~, 6361, 6362, 6452, 6453, 6464, 6465, 6852, 6964 and 6965. ₂

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

Memorandum of Head Lease Agreement (CA-WF-2002).

Also enclosed is a check in the amount of \$30.00 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,



Edward M. Luria

RWA/anm
Enclosures

RECORDING NO. 23980 FILED

MAY 23 '02 3-46 PM

MEMORANDUM OF HEAD LEASE AGREEMENT (CA-WF 2002)

SURFACE TRANSPORTATION BOARD

Memorandum of Head Lease Agreement (CA-WF 2002), dated as of May 21, 2002 between **STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION**, as Head Lessor (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 under the Trust Agreement (CA-WF 2002), dated as of the date hereof, between the Trust Company and **WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION**, a national banking association, as Head Lessee (the "*Head Lessee*").

WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (CA-WF 2002), dated as of May 21, 2002, 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 terms defined in said Head Lease Agreement (CA-WF 2002).

Remainder of page intentionally left blank

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Description of Item of Equipment	Serial Number	Equipment Value
Alstom Cab/Baggage Coach	6964	\$3,580,000.00
Alstom Cab/Baggage Coach	6965	\$3,580,000.00
Alstom Custom Class Coach	6852	\$3,840,000.00
Alstom Café Coach	6352	\$3,700,000.00
Alstom Café Coach	6361	\$3,700,000.00
Alstom Café Coach	6362	\$3,700,000.00
Alstom Trailer Coach	6464	\$3,580,000.00
Alstom Trailer Coach	6465	\$3,580,000.00
Alstom Trailer Coach	6452	\$3,580,000.00
Alstom Trailer Coach	6453	\$3,580,000.00