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MAY 23 '02 3-54 PM

SURFACE TRANSPORTATION BOARD

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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 Supplement (CA-WF-2002), dated as of May 21, 2002, 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-2002) which is being filed with the Board under Recordation Number \_\_\_\_\_.

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<sup>th</sup> Floor  
Los Angeles, CA 90071

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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. <sup>2</sup>

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

Memorandum of Head Lease Supplement (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-A FILED

MAY 23 2002 3-54 PM

**MEMORANDUM OF HEAD LEASE SUPPLEMENT (CA-WF 2002)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Head Lease Supplement (CA-WF 2002), dated as of May 21, 2002 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 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.

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 California)  
COUNTY OF Sacramento) ss.

On 5-16, 2002, before me, ANN MONTGOMERY, 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.

Ann Montgomery  
Notary Public

My commission expires on \_\_\_\_\_, 20\_\_





**EXHIBIT A**

**DESCRIPTION OF RAILCARS; EQUIPMENT VALUES**

<b>Description of Item of Equipment</b>	<b>Serial Number</b>	<b>Equipment Value</b>
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