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MAY 23 '02 4-03 PM
SURFACE TRANSPORTATION BOARD

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 Sublease Agreement (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:

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

Subessee: State of California Department of
Transportation
Legal Division MS57
1120 N Street
Sacramento, CA 95182-1438

Julia Farr, Esq.
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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 6351, 6361, 6362, 6452, 6453, 6464, 6465, 6852, 6964 and 6965. ²

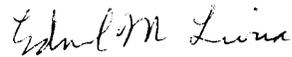
A short summary of the document to appear in the index is:

Memorandum of Sublease 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

~~CONFIDENTIAL~~ 23980-B

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MEMORANDUM OF SUBLEASE AGREEMENT (CA-WF 2002)

~~SURFACE TRANSPORTATION BOARD~~

Memorandum of Sublease Agreement (CA-WF 2002), dated as of May 21, 2002 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 Agreement (CA-WF 2002), dated as of May 21, 2002, 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, subject to the terms defined in said Sublease Agreement (CA-WF 2002).

Remainder of page intentionally left blank

SUBLESSEE:

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

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