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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 3, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 24154-C FILED

OCT 3 - '02 12-52 PM

SURFACE TRANSPORTATION BOARD

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 Lease Supplement Lot No. 1 (LA-2002-FH1), dated as of September 26, 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 which is being filed with the Board under Recordation Number _____.

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

Lessor:	LACMTA Rail Statutory Trust LA-2002-FH1 c/o State Street Bank and Trust Company of California, National Association, Trustee Library Tower 633 West Fifth Street, 12 th Floor Los Angeles, California 90071
Lessee:	Los Angeles County Metropolitan Transportation Authority One Gateway Plaza Los Angeles, California 90012-2952

Mr. Vernon A. Williams
October 3, 2002
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A description of the railroad equipment covered by the enclosed document is:

5 Siemens SD460 light rail vehicles with LACMTA rail marks and with road numbers within the series 203 - 214, as specifically set forth on the Exhibit A to the filed document.

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

Memorandum of Lease Supplement Lot No. 1 (LA-2002-FH1).

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,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE SUPPLEMENT LOT NO. 1 (LA-2002-FH1)

Memorandum of Lease Supplement Lot No. 1 (LA-2002-FH1), dated as of September 26, 2002 between **LACMTA RAIL STATUTORY TRUST LA-2002-FH1**, a Connecticut statutory trust, as Lessor (the "*Lessor*"), and **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**, a political subdivision of the State of California, as Lessee (the "*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Supplement Lot No. 1 (LA-2002-FH1), dated as of September 26, 2002, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

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SURFACE TRANSPORTATION BOARD

LESSEE:

LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY

By: *Terry Matsumoto*

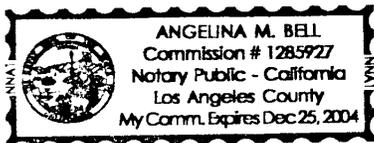
Name: Terry Matsumoto
Title: Executive Officer, Finance and Treasurer

ACKNOWLEDGEMENT

STATE OF California
COUNTY OF Los Angeles ss.

On September 6 2002, before me, ANGELINA M. BELL ^{Notary Public} 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.



Angelina M. Bell
Notary Public

My commission expires on Dec. 25, 2004

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Lot No. 1

Description of Item of Equipment	Serial Number	Equipment Value
Siemens SD460 Light Rail Vehicle	203	\$4,170,000
Siemens SD460 Light Rail Vehicle	205	\$4,170,000
Siemens SD460 Light Rail Vehicle	207	\$4,170,000
Siemens SD460 Light Rail Vehicle	209	\$4,170,000
Siemens SD460 Light Rail Vehicle	214	\$4,170,000