

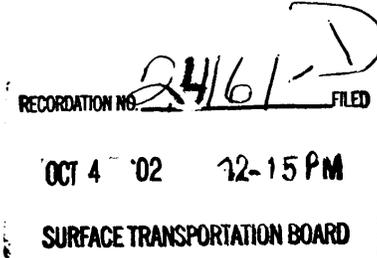
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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 3, 2002

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



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. 2 (GCRTA-2002-ICX 1), dated as of September 30, 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: GCRTA-2002-ICX 1 STATUTORY TRUST
c/o Wells Fargo Bank Northwest, National
Association, Trustee
213 Court Street
Suite 902
Middletown, Connecticut 06457

Lessee: Greater Cleveland Regional Transportation
Authority
1240 W.6th Street
Cleveland, Ohio 44113-1331

Mr. Vernon A. Williams
October 3, 2002
Page 2

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

46 railcars with Greater Cleveland Regional Transportation Authority rail marks and with road numbers within the series 191 – 338, 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. 2 (GCRTA-2002-ICX 1).

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. 2 (GCRTA-2002-ICX 1)

Memorandum of Lease Supplement Lot No. 2 (GCRTA-2002-ICX 1), dated as of September 30, 2002 between **GCRTA-2002-ICX 1 STATUTORY TRUST**, a Connecticut statutory trust, as Lessor (the "*Lessor*"), and **GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY**, an independent political subdivision of the State of Ohio, as Lessee (the "*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Supplement Lot No. 2 (GCRTA-2002-ICX 1), dated as of September 30, 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.

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RECORDATION NO. 24161 FILED

OCT 4 '02 12-15 PM

SURFACE TRANSPORTATION BOARD

EXHIBIT A
DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

ICX LOT 2

Description of Item of Equipment	Serial Number	Equipment Value
LRV	848	\$2,330,000.00
LRV	801	\$2,330,000.00
LRV	817	\$2,330,000.00
LRV	818	\$2,330,000.00
LRV	819	\$2,330,000.00
LRV	820	\$2,330,000.00
LRV	824	\$2,330,000.00
LRV	830	\$2,330,000.00
LRV	832	\$2,330,000.00
LRV	833	\$2,330,000.00
LRV	835	\$2,330,000.00
LRV	837	\$2,330,000.00
LRV	838	\$2,330,000.00
LRV	844	\$2,330,000.00
LRV	845	\$2,330,000.00
LRV	846	\$2,330,000.00
LRV	847	\$2,330,000.00
		\$39,610,000.00