

RECORDATION NO. 20041-H FILED

AUG 04 '03

2-26 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

August 4, 2003

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 Amended and Restated Sublease Agreement (1996-A), dated as of July 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Sublease Agreement (1996-A) previously filed with the Board under Recordation Number 20041-B.

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

Sublessee: Southern California Regional Rail Authority
700 South Flower Street
Suite 2600
Los Angeles, CA 90017

Sublessor: SCRRA Rail Statutory Trust 1996-A
c/o U.S Bank National Association
Goodwin Square
225 Asylum Street
Hartford, CT 06103

Mr. Vernon A. Williams
August 4, 2003
Page Two

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

bearing SCRRRA reporting marks and road numbers as follows:

30 Cab cars:	601 – 631 (except 608);
62 Coach cars:	101 – 163 (except 113)

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

Memorandum of Amended and Restated Sublease Agreement (1996-A)

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/anr
Enclosures

RECORDATION NO. 20041-24 FILED

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF AMENDED AND RESTATED SUBLEASE AGREEMENT
(1996-A)**

Memorandum of Amended and Restated Sublease Agreement (1996-A), dated as of July 30, 2003 between **SCRRA RAIL STATUTORY TRUST 1996-A**, a Connecticut statutory trust, as Sublessor (the "*Sublessor*"), and **SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY**, a California joint powers entity organized pursuant to the Enabling Act and the laws of the State of California, as Sublessee (the "*Sublessee*").

WITNESSETH:

The undersigned have entered into that certain Amended and Restated Sublease Agreement (1996-A), dated as of July 30, 2003, 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 Amended and Restated Sublease Agreement (1996-A).

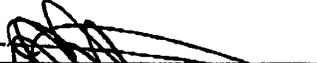
Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Sublessor and the Sublessee have each caused this Memorandum of Amended and Restated Sublease Agreement (1996-A) to be duly executed by its authorized officer on the day and year first above written.

SUBLESSOR:

SCRR RAIL STATUTORY TRUST 1996-A

By: State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee

By: 
Name: Mark A. Forsetta
Title: Authorized Signatory

ACKNOWLEDGEMENT

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) ss.

On July 29, 2003, before me, Susan P. McNally personally came Mark A. Forsetta 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.

Susan P. McNally
Notary Public

My commission expires on _____, 20__

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMM. EXPIRES MARCH 31, 2008

Memorandum of Amended and Restated Sublease Agreement (1996-A)

RECEIVED TIME JUL. 29. 1:47PM

PRINT TIME JUL. 29. 1:48PM

SUBLESSEE:

SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY

By: [Signature]
Name: DAVID SOLOW
Title: CHIEF EXECUTIVE OFFICER

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

On JULY 29, 2003, before me, M. TEJEDA, personally came DAVID SOLOW, 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.



[Signature]
Notary Public

My commission expires on 3/15, 2004

EXHIBIT A
DESCRIPTION OF RAILCARS

CAB CARS
SERIAL NUMBER

601
602
603
604
605
606
607
609
610
611
612
613
614
615
616
617
618
619
620
621
622
623
624
625
626
627
628
629
630
631

COACH CARS
SERIAL NUMBER

101
102
103
104
105
106
107
108
109
110
111
112
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142

COACH CARS
SERIAL NUMBER

143
144
145
146
147
148
149
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163

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8/4/03

Robert W. Alvord