

RECORDATION NO. 20041-L FILED

AUG 04 '03

3-33 PM

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SURFACE TRANSPORTATION BOARD

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 Termination Agreement, 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 Loan and Security Agreement, filed with the Board under Recordation Number 20041-E.

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

Head Lessor &
Sublessee:

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

Trustee:

State Street Bank and Trust Company
of Connecticut, National Association
c/o U.S Bank National Association
Goodwin Square
225 Asylum Street
Hartford, CT 06103

Mr. Vernon A. Williams
August 4, 2003
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Equity Investor: Bank of America, N.A.
555 California Street
4th Floor
San Francisco, CA 94104

Lender: Utrecht-America Finance Co.
c/o Rabobank Nederland
245 Park Avenue
New York, NY 10167

Payment
Undertaker: Cooperatieve Centrale
Raiffeisen-Boerenleenbank B.A.,
New York Branch
245 Park Avenue
New York, NY 10167

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 Termination Agreement

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

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TERMINATION AGREEMENT
(SCRRRA 1996-A)**

Memorandum of Termination Agreement (SCRRRA 1996-A), dated as of July 30, 2003 between **SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY**, as Head Lessor and Sublessee, **STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A.**, as Trustee, except to the extent otherwise specified therein, **BANK OF AMERICA, N.A.**, as Equity Investor, **UTRECHT-AMERICA FINANCE CO.**, as Lender, **COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A., NEW YORK BRANCH**, as Payment Undertaker.

WITNESSETH:

The undersigned have entered into that certain Termination Agreement (SCRRRA 1996-A), dated as of July 30, 2003, whereby the obligations of the parties hereto under certain agreements are terminated, and pursuant to which any and all security interests granted pursuant to that certain Loan and Security Agreement (1996-A) in the Collateral as defined in such Loan and Security Agreement (1996-A), including without limitation, interests in certain railroad equipment bearing car numbers listed on Exhibit A attached hereto, have been waived, released and terminated.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Termination Agreement (SCRRA 1996-A) to be duly executed by its authorized officer on the day and year first above written.

SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY, as Head Lessor and Sublessee

By: [Signature]
Name: David Solow
Title: Chief Executive Officer

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

On JULY 30, 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.



M. Tejada
Notary Public
My commission expires on 3/18, 2004

BANK OF AMERICA, N.A.,
as Equity Investor

By: Wayne K. Leo
Name: Wayne K. Leo
Title: Managing Director

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On July 29, 2003, before me, Susan A. Scaletti, personally came Wayne K. Leo, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity and that by his/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 A. Scaletti
Notary Public

My commission expires on August 19, 2005



UTRECHT-AMERICA FINANCE CO.,
as Lender

By: [Signature]
Name: **David J. Dietz**
Title: **Treasurer**
Kevin McClair
Vice President

ACKNOWLEDGEMENT

STATE OF New York)
COUNTY OF New York) ss.

On July 29, 2003, before me, Diana Wong, personally came David J. Dietz, 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.

* and Kevin McClair

Witness my hand and official seal.

[Signature]
Notary Public

My commission expires on _____, 20__

DIANA WONG
Notary Public, State of New York
No. 4973432
Qualified in Rockland County
Certified in New York County
Commission Expires October 22, 2006

COÖPERATIEVE CENTRALE
RAIFFEISEN-BOERENLEENBANK B.A.,
NEW YORK BRANCH,
as Payment Undertaker

By: [Signature] [Signature]
Name: Chris G. Kortlandt Ian Reese
Title: Managing Director Managing Director

ACKNOWLEDGEMENT

STATE OF New York
COUNTY OF New York ss.

On July 29, 2003, before me, Diana Wong, personally came
Mrs. S. Kortlandt 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.

I and Ian Reese

Witness my hand and official seal.

Diana Wong
Notary Public
My commission expires on 2006

DIANA WONG
Notary Public, State of New York
No. 4973432
Qualified in Rockland County
Certified in New York County
Commission Expires October 22, 2006

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
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122
123
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142

COACH CARS
SERIAL NUMBER

143
144
145
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