

RECORDATION NO. 24542-C FILED

SEP 02 '03

12:41 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

September 2, 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 Lease Supplement (VTA-2003-K1), dated as of August 28, 2003, 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 (VTA-2003-K1) which is being filed with the Board under Recordation Number \_\_\_\_\_.

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

Lessor:	VTA Rail Statutory Trust VTA-2003-K1 c/o U.S. Bank, N.A. 550 South Hope Street 5 <sup>TH</sup> Floor Los Angeles, CA 90071
Lessee:	Santa Clara Valley Transportation Authority 3331 North First Street San Jose, CA 95134-1906

Mr. Vernon A. Williams  
September 2, 2003  
Page Two

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

26 light rail vehicles bearing SCVTA reporting marks and road numbers 901 -926.

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

Memorandum of Lease Supplement (VTA-2003-K1).

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

**MEMORANDUM OF LEASE SUPPLEMENT (VTA-2003-K1)**

Memorandum of Lease Supplement (VTA-2003-K1), made and entered into on August 28, 2003 by and between **VTA RAIL STATUTORY TRUST VTA-2003-K1**, a Connecticut statutory trust (the "*Lessor*"), and **SANTA CLARA VALLEY TRANSPORTATION AUTHORITY**, a political subdivision of the State of California (the "*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease Supplement (VTA-2003-K1), dated as of August 28, 2003, 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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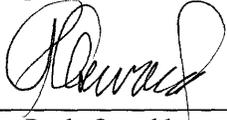


IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Supplement to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

VTA RAIL STATUTORY TRUST  
VTA-2003-K1

By U.S. Bank National Association, not in its individual capacity, but solely as Trustee

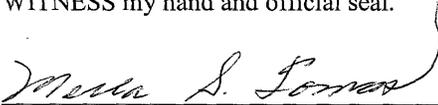
By:   
Name: Paula Oswald  
Title: Vice President

ACKNOWLEDGEMENT

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF LOS ANGELES )

On August 25, 2003, before me, Merla S. Tomas the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies) and that, by her signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.

  
My commission expires on October 4, 2003



## DESCRIPTION OF EQUIPMENT; EQUIPMENT VALUES

Description	Serial Number	Equipment Value
Kinki Sharyo Light Rail Vehicle	901	\$4,400,000
Kinki Sharyo Light Rail Vehicle	902	\$4,400,000
Kinki Sharyo Light Rail Vehicle	903	\$4,400,000
Kinki Sharyo Light Rail Vehicle	904	\$4,400,000
Kinki Sharyo Light Rail Vehicle	905	\$4,400,000
Kinki Sharyo Light Rail Vehicle	906	\$4,400,000
Kinki Sharyo Light Rail Vehicle	907	\$4,400,000
Kinki Sharyo Light Rail Vehicle	908	\$4,400,000
Kinki Sharyo Light Rail Vehicle	909	\$4,400,000
Kinki Sharyo Light Rail Vehicle	910	\$4,400,000
Kinki Sharyo Light Rail Vehicle	911	\$4,400,000
Kinki Sharyo Light Rail Vehicle	912	\$4,400,000
Kinki Sharyo Light Rail Vehicle	913	\$4,400,000
Kinki Sharyo Light Rail Vehicle	914	\$4,400,000
Kinki Sharyo Light Rail Vehicle	915	\$4,400,000
Kinki Sharyo Light Rail Vehicle	916	\$4,400,000
Kinki Sharyo Light Rail Vehicle	917	\$4,400,000
Kinki Sharyo Light Rail Vehicle	918	\$4,400,000
Kinki Sharyo Light Rail Vehicle	919	\$4,400,000

Kinki Sharyo Light Rail Vehicle	920	\$4,400,000
Kinki Sharyo Light Rail Vehicle	921	\$4,400,000
Kinki Sharyo Light Rail Vehicle	922	\$4,400,000
Kinki Sharyo Light Rail Vehicle	923	\$4,400,000
Kinki Sharyo Light Rail Vehicle	925	\$4,400,000
Kinki Sharyo Light Rail Vehicle	926	\$4,400,000