

RECORDATION NO. 24622 FILED

SEP 30 '03 4-51 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

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

September 30, 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 Head Lease Agreement (2003-A), dated as of September 30, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Head Lessor: State of Connecticut
c/o Commissioner of Transportation
2800 Berlin Turnpike
P.O. Box 317546
Newington, Connecticut 06131-7546

Head Lessee: CTDOT 2003-A Statutory Trust
c/o Wells Fargo Bank Northwest,
National Association
213 Court Street, Suite 902
Middletown, Connecticut 06457

Mr. Vernon A. Williams
September 30, 2003
Page 2

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

53 railcars with CTDOT reporting marks and with road numbers as
specifically set forth on the Exhibit A to the filed document.

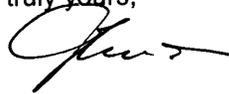
A short summary of the document to appear in the index is:

Memorandum of Head Lease Agreement (2003-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/anm
Enclosures

REGISTRATION NO. 24622 FILED

SEP 30 '03 4-51 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF HEAD LEASE AGREEMENT (2003-A) dated as of September 30, 2003, between STATE OF CONNECTICUT (the "Head Lessor") and CTDOT 2003-A STATUTORY TRUST (the "Head Lessee"). Capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in Appendix A to the Participation Agreement (2003-A) dated as of September 30, 2003 among the State of Connecticut, as Lessee, CTDOT 2003-A Statutory Trust, as Lessor, Fleet National Bank, as Equity Investor, FSA Global Funding Limited, as Series A Lender, Dexia Crédit Local, New York Agency, as Series B Lender and Agent, Premier International Funding Co., as Debt Payment Undertaker and Wells Fargo Bank Northwest, National Association, as Trustee and in its individual capacity only to the extent expressly provided therein.

WHEREAS, Head Lessor and Head Lessee have entered into that certain Head Lease Agreement (2003-A) dated as of September 30, 2003 (the "Head Lease") as supplemented by that certain Head Lease Supplement 1 (2003-A), Head Lease Supplement 2 (2003-A) and Head Lease Supplement 3 (2003-A) Head Lease Supplement 1 (2003-B), Head Lease Supplement 2 (2003-B) and Head Lease Supplement 3 (2003-B) all dated September 30, 2003 (the "Supplements") (the terms of each of which are incorporated herein by reference), covering the rail equipment identified in Schedule A hereto, bearing the equipment numbers of Head Lessor shown in said Schedule A;

WHEREAS, the Head Lease and the Supplement shall be effective as of the Closing Date; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

CTDOT 2003-A STATUTORY TRUST

By:

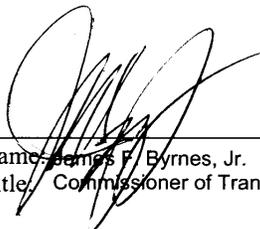
WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, except as otherwise
expressly set forth herein, but solely as Trustee
under the Trust Agreement (2003-A)

By: _____

Name: MICHAEL J. HOGGAN
Title: VICE PRESIDENT

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of said rail equipment by the Head Lessor and the leasehold interest of the Head Lessee therein, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

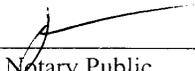
STATE OF CONNECTICUT

By:  _____
Name: James F. Byrnes, Jr.
Title: Commissioner of Transportation

Authorized pursuant to Section 13b-34(h) of the Connecticut General Statutes, as revised.

STATE OF Utah)
)ss.:
COUNTY OF Salt Lake)

On this 10 day of September, 2003, before me personally appeared MICHAEL D HOGGAN, to me personally known, who, by me being duly sworn, says that he/she is the VICE PRESIDENT of Wells Fargo Bank Northwest, National Association, that the foregoing instrument was signed on behalf of said Wells Fargo Bank Northwest, National Association, as Trustee under the Trust Agreement (2003-A), by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Wells Fargo Bank Northwest, National Association.



Notary Public

My Commission Expires: _____



Annex A
to Lease Supplement
CTDOT 2003-A STATUTORY TRUST

Equipment Description; Equipment Values
Equipment Lot 2

| Item of Equipment | Description | Serial Number |
|---------------------|---------------|---------------|
| General Electric M4 | M-4 Coach Car | 8902 |
| General Electric M4 | M-4 Coach Car | 8903 |
| General Electric M4 | M-4 Coach Car | 8904 |
| General Electric M4 | M-4 Coach Car | 8905 |
| General Electric M4 | M-4 Coach Car | 8906 |
| General Electric M4 | M-4 Coach Car | 8907 |
| General Electric M4 | M-4 Coach Car | 8908 |
| General Electric M4 | M-4 Coach Car | 8909 |
| General Electric M4 | M-4 Coach Car | 8910 |
| General Electric M4 | M-4 Coach Car | 8911 |
| General Electric M4 | M-4 Coach Car | 8912 |
| General Electric M4 | M-4 Coach Car | 8913 |
| General Electric M4 | M-4 Coach Car | 8914 |
| General Electric M4 | M-4 Coach Car | 8915 |
| General Electric M4 | M-4 Coach Car | 8916 |
| General Electric M4 | M-4 Coach Car | 8917 |
| General Electric M4 | M-4 Coach Car | 8918 |
| General Electric M4 | M-4 Coach Car | 8919 |
| General Electric M4 | M-4 Coach Car | 8920 |
| General Electric M4 | M-4 Coach Car | 8921 |
| General Electric M4 | M-4 Coach Car | 8922 |
| General Electric M4 | M-4 Coach Car | 8923 |
| General Electric M4 | M-4 Coach Car | 8953 |
| General Electric M4 | M-4 Coach Car | 8955 |
| General Electric M4 | M-4 Coach Car | 8957 |
| General Electric M4 | M-4 Coach Car | 8959 |
| General Electric M4 | M-4 Coach Car | 8961 |
| General Electric M4 | M-4 Coach Car | 8963 |
| General Electric M4 | M-4 Coach Car | 8965 |
| General Electric M4 | M-4 Coach Car | 8967 |
| General Electric M4 | M-4 Coach Car | 8969 |
| General Electric M4 | M-4 Coach Car | 8971 |
| General Electric M4 | M-4 Coach Car | 8973 |

Number of Items of Equipment: 33

Annex A
to Lease Supplement
CTDOT 2003-A STATUTORY TRUST

Equipment Description; Equipment Values
Equipment Lot 3

| Item of Equipment | Description | Serial Number |
|----------------------|---------------------------------|---------------|
| Bombardier Rail Cars | Cab Car | 6201 |
| Bombardier Rail Cars | Cab Car | 6203 |
| Bombardier Rail Cars | Cab Car | 6205 |
| Bombardier Rail Cars | Cab Car | 6207 |
| Bombardier Rail Cars | Cab Car | 6209 |
| Bombardier Rail Cars | Trailer Car | 6250 |
| Bombardier Rail Cars | Trailer Car | 6252 |
| Bombardier Rail Cars | Trailer Car | 6254 |
| Bombardier Rail Cars | Trailer Car | 6256 |
| Bombardier Rail Cars | Trailer Car | 6258 |
| Bombardier Rail Cars | Trailer Car | 6260 |
| Bombardier Rail Cars | Trailer Car | 6262 |
| Bombardier Rail Cars | Trailer Car | 6266 |
| Bombardier Rail Cars | Trailer Car | 6268 |
| Bombardier Rail Cars | Trailer Car with Bar | 6264 |
| Bombardier Rail Cars | Trailer Car with Toilet | 6251 |
| Bombardier Rail Cars | Trailer Car with Toilet | 6253 |
| Bombardier Rail Cars | Trailer Car with Toilet | 6255 |
| Bombardier Rail Cars | Trailer Car with Toilet | 6259 |
| Bombardier Rail Cars | Trailer Car with Toilet and Bar | 6257 |
| | Number of Items of Equipment: | 20 |