

RECORDATION NO. 24622-14 FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SEP 30 '03 4-59 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

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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 Lease Agreement (2003-A), dated as of September 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 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: CTDOT 2003-A Statutory Trust  
c/o Wells Fargo Bank Northwest,  
National Association  
213 Court Street, Suite 902  
Middletown, Connecticut 06457

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

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 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

RECORDATION NO. 24622-A FILED

SEP 30 '03 4-59 PM

MEMORANDUM OF LEASE AGREEMENT (2003-A) dated as of September 30, 2003, between CTDOT 2003-A Statutory Trust (the "Lessor") and the STATE OF CONNECTICUT, (the "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, Lessor and Lessee have entered into that certain Lease Agreement (2003-A) dated as of September 30, 2003 (the "Lease") as supplemented by that certain Lease Supplement 1 (2003-A), Lease Supplement 2 (2003-A) and Lease Supplement 3 (2003-A) all dated September 30, 2003 (the "Supplements") (the terms of each of which are incorporated herein by reference), covering the commuter rail equipment identified in Schedule A hereto, bearing the equipment numbers of Lessee shown in said Schedule A;

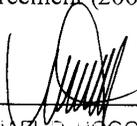
WHEREAS, the Lease and the Supplement shall be effective as of the Closing Date; and

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

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

*STATUTORY*  
CTDOT 2003-A TRUST

BY: WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, not in its  
individual capacity, but solely as Trustee under  
the Trust Agreement (2003-A)

By:   
Name: MICHAEL D. HOGGAN  
Title: VICE PRESIDENT

STATE OF CONNECTICUT

By: \_\_\_\_\_  
Name:  
Title:

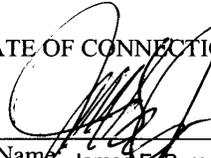
Authorized pursuant to Section 13b-34(h) of the  
Connecticut General Statutes, as revised

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

**STATUTORY**  
CTDOT 2003-A TRUST

BY: WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, not in its  
individual capacity, but solely as Trustee under  
the Trust Agreement (2003-A)

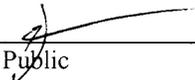
By: \_\_\_\_\_  
Name:  
Title:

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 CTDOT 2003-A Trust by authority of Wells Fargo Bank Northwest, National Association, as Trustee under the Trust Agreement (2003-A), and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said CTDOT 2003-A Trust and Wells Fargo Northwest, National Association.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_



STATE OF CONNECTICUT     )  
  )  
COUNTY OF HARTFORD     )     ss.: *Newington*

On this 25<sup>th</sup> day of September, 2003, before me personally appeared James F. Byrnes, Jr. to me personally known, who, by me being duly sworn, says that he is the Commissioner of Transportation of the State of Connecticut, that the foregoing instrument was signed on behalf of said State of Connecticut, and he acknowledges that he executed the same in the capacity therein stated and for the purposes therein contained.

*Anne I. Dewal*  
Notary Public  
My Commission Expires: 6/30/04

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