

RECORDATION NO. 24623 FILED

SEP 30 '03 5-07 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-B), 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-B 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:

70 railcars and 4 locomotives 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-B).

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

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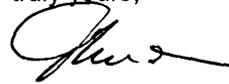
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Robert W. Alvord

RWA/anm
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RECORDATION NO. 24623
SEP 30 '03
SURFACE TRANSPORTATION BOARD

FILED MEMORANDUM OF HEAD LEASE AGREEMENT (2003-B) dated as of September 30, 2003, between STATE OF CONNECTICUT (the "Head Lessor") and CTDOT 2003-B 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-B) dated as of September 30, 2003 among the State of Connecticut, as Lessee, CTDOT 2003-B Statutory Trust, as Lessor, AmSouth Leasing, Ltd., 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.

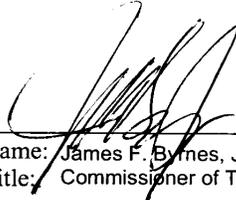
WHEREAS, Head Lessor and Head Lessee have entered into that certain Head Lease Agreement (2003-B) dated as of September 30, 2003 (the "Head Lease") as supplemented by that certain Head Lease Supplement 1 (2003-B), Head Lease Supplement 2 (2003-B) and Head Lease Supplement 3 (2003-B) Head Lease Supplement 1 (2003-B), Head Lease Supplement 2 (2003-B), Head Lease Supplement 3 (2003-B), Head Lease Supplement 4 (2003-B) and Head Lease Supplement 5 (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.

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.

CTDOT 2003-B 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-B)

By: _____

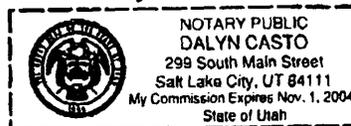
Name: MICHAEL D. HOGGAN
Title: VICE PRESIDENT

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

On this ___ day of September, 2003, before me personally appeared Michael Hogan 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-B Statutory Trust by Wells Fargo Bank Northwest, National Association, as Trustee under the Trust Agreement (2003-B), and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said CTDOT 2003-B Statutory Trust and Wells Fargo Bank Northwest, National Association.

Dalyn Casto
Notary Public

My Commission Expires: _____



EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

| <u>CAR TYPE</u> | <u>SUPPLIER</u> | <u>MODEL</u> | <u>CAR NO.</u> | <u>IN SERVICE DATE</u> |
|--|-----------------|--------------------|----------------|------------------------|
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1621 Trailer | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1623 Trailer | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1625 Trailer | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1627 Trailer | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1629 Trailer | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1631 Trailer | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1633 Trailer | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1671 Cab | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1673 Cab | January 1, 1980 |
| Push Pull (Transit) Passenger Rail Vehicle | Budd Company | Constitution Liner | 1675 Cab | January 1, 1980 |

EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

| <u>CAR TYPE</u> | <u>SUPPLIER</u> | <u>MODEL</u> | <u>CAR NO.</u> | <u>IN SERVICE DATE</u> |
|--|-----------------|--------------|------------------|------------------------|
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6211 Cab | May 23, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6213 Cab | May 23, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6215 Cab | May 23, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6217 Cab | May 23, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6219 Cab | August 30, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1691 Cab | December 20, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1693 Cab | October 24, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1695 Cab | October 24, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1697 Cab | October 24, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6270 Trailer | August 30, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6272 Trailer | August 1, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 9274 Trailer | August 7, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6276 Trailer | September 25, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 6278 Trailer | September 25, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1614 Trailer | October 24, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1616 Trailer | October 24, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1640 HEP Trailer | December 20, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1642 HEP Trailer | October 24, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1644 HEP Trailer | December 20, 1991 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier Inc. | Shoreliner | 1646 HEP Trailer | December 20, 1991 |

EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

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|---|------------------|--------------|----------------|------------------------|
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9000A | June 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9001B | June 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9002A | September 12, 1994 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9003B | September 12, 1994 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9004A | January 17, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9005B | January 17, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9006A | November 23, 1994 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9007B | November 23, 1994 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9008A | April 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9009B | April 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9010A | March 29, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9011B | March 29, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9012A | April 19, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9013B | April 19, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9014A | June 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9015B | June 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9016A | May 25, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9017B | May 25, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9018A | May 26, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9019B | May 26, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9051D | June 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9053D | September 12, 1994 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9055D | January 17, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9057D | November 23, 1994 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9059D | April 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9061D | March 29, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9063D | April 19, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9065D | June 28, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9067D | May 25, 1995 |
| Heavy Rail (Transit) Passenger Rail Vehicle | Morrison Knudson | M6 | 9069D | May 26, 1995 |

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|-----------------------------|------------------|--------------|----------------|------------------------|
| Locomotive, Diesel Electric | General Electric | Genesis | 228 | October 5, 2001 |
| Locomotive, Diesel Electric | General Electric | Genesis | 229 | December 12, 2001 |
| Locomotive, Diesel Electric | General Electric | Genesis | 230 | October 18, 2001 |
| Locomotive, Diesel Electric | General Electric | Genesis | 231 | October 17, 2001 |

EQUIPMENT LIST
Passenger Rail Equipment - Transit Rail Vehicles

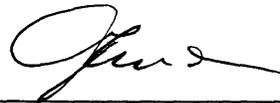
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|--|------------------|--------------|----------------|------------------------|
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6280 | April 12, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6282 | April 12, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6284 | May 2, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6286 | May 2, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6288 | June 11, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6281 | May 31, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6283 | July 22, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6285 | July 22, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6221 | September 5, 2002 |
| Push Pull (Transit) Passenger Rail Vehicle | Bombardier, Inc. | Shoreliner | 6222 | September 5, 2002 |

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: _____

9/30/03



Robert W. Alvord