

RECORDATION NO. 24624 FILED

SEP 30 '03 5-17 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-C), 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-C 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:

40 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-C).

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. 24624 FILED
SEP 30 '03 5-17 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF HEAD LEASE AGREEMENT (2003-C) dated as of September 30, 2003, between STATE OF CONNECTICUT (the "Head Lessor") and CTDOT 2003-C 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-C) dated as of September 30, 2003 among the State of Connecticut, as Lessee, CTDOT 2003-C Statutory Trust, as Lessor, Comerica Leasing Corporation, as Equity Investor, FSA Global Funding Limited, as Lender, 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-C) dated as of September 30, 2003 (the "Head Lease") as supplemented by that certain Head Lease Supplement (2003-C) dated September 30, 2003 (the "Supplement") (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-C STATUTORY TRUST

By:

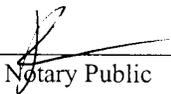
WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, except as otherwise
expressly set forth herein, but solely as Trustee
under the Trust Agreement (2003-C)

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 D. HOGGAN no 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-C), 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: _____



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>
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8748A	July 12, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8749B	July 12, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8702A	July 24, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8703B	July 24, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8704A	July 22, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8705B	July 22, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8706A	August 29, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8707B	August 29, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8712A	October 16, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8713B	October 16, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8714A	October 15, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8715B	October 15, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8716A	November 14, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8717B	November 14, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8718A	November 14, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8719B	November 14, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8720A	December 10, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8721B	December 10, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8728A	February 13, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8729B	February 13, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8730A	February 12, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8731B	February 12, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8734A	March 15, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8735B	March 15, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8736A	April 4, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8737B	April 4, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8738A	April 6, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8739B	April 6, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8740A	May 10, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8741B	May 10, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8742A	May 10, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8743B	May 10, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8744A	June 7, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8745B	June 7, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8746A	June 7, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8747B	June 7, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8700A	May 15, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8701B	May 15, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8546A	October 24, 1973
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8547B	October 24, 1973