

RECORDATION NO. 24767 FILED

JAN 12 '04 3-46 PM

SURFACE TRANSPORTATION BOARD

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

January 12, 2004

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 three (3) copies of a Memorandum of Head Lease Agreement (VTA-2003-FT1), dated as of December 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: Santa Clara Valley Transportation Authority
3331 North First Street
San Jose, CA 95134-1906

Head Lessee: VTA Rail Statutory Trust VTA-2003-FT1
c/o U.S. Bank, National Association
633 West Fifth Street
24TH Floor
Los Angeles, CA 90071

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

10 light rail vehicles bearing SCVTA reporting marks and road numbers 948 -957.

MEMORANDUM OF HEAD LEASE AGREEMENT (VTA-2003-FT1)

Memorandum of Head Lease Agreement (VTA-2003-FT1), made and entered into on December 30, 2003 by and between **SANTA CLARA VALLEY TRANSPORTATION AUTHORITY**, a political subdivision of the State of California, having its principal office at 3331 N. First Street, San Jose, California (the "**Head Lessor**"), and **VTA RAIL STATUTORY TRUST VTA-2003-FT1**, a Connecticut statutory trust, having its principal place of business at U.S. Bank National Association, 633 West Fifth Street, 24th Floor, Los Angeles, California (the "**Head Lessee**").

WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (VTA-2003-FT1), dated as of December 30, 2003, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Head Lease Agreement (VTA-2003-FT1).

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IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Agreement (VTA-2003-FT1) to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

SANTA CLARA VALLEY TRANSPORTATION
AUTHORITY

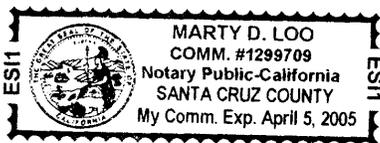
By: Scott D. Buhrer
Name: _____
Title: **SCOTT BUHRER**
CHIEF FINANCIAL OFFICER

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF Santa Clara)

On December 19, 2003, before me, Marty D. Loo, personally came Scott D. Buhrer, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



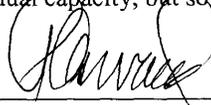
Marty D. Loo
Notary Public

My commission expires on April 5, 2005

HEAD LESSEE:

VTA RAIL STATUTORY TRUST
VTA-2003-FT1

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

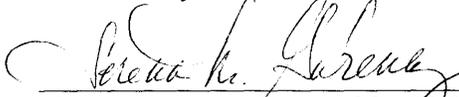
By: 
Name: Paula Oswald
Title: Vice President

ACKNOWLEDGEMENT

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

On December 19, 2003, before me, Serena M. Gutierrez 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 May 25, 2004

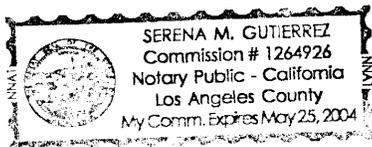


EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Serial No.	Equipment Value
Kinki Sharyo Light Rail Vehicle	948	\$4,400,000
Kinki Sharyo Light Rail Vehicle	949	\$4,400,000
Kinki Sharyo Light Rail Vehicle	950	\$4,400,000
Kinki Sharyo Light Rail Vehicle	951	\$4,400,000
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