

RECORDATION NO. 24767-C FILED

JAN 12 '04 4-13 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 Lease Supplement (VTA-2003-FT1), dated as of December 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 (VTA-2003-FT1) which is being filed with the Board under Recordation Number _____.

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

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

Lessee: Santa Clara Valley Transportation Authority
3331 North First Street
San Jose, CA 95134-1906

MEMORANDUM OF LEASE SUPPLEMENT (VTA-2003-FT1)

Memorandum of Lease Supplement (VTA-2003-FT1), made and entered into on December 30, 2003 by and between **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 "**Lessor**"), and **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 "**Lessee**").

WITNESSETH:

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

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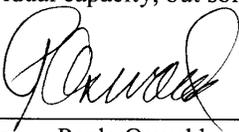
SURFACE TRANSPORTATION BOARD

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

LESSOR:

VTA RAIL STATUTORY TRUST
VTA-2003-FT1

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

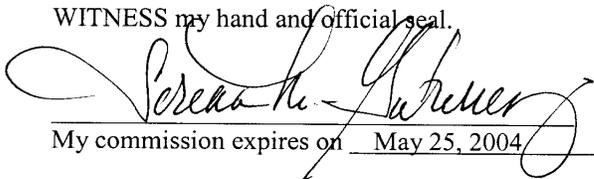
By: 
Name: Paula Oswald
Title: Vice President

ACKNOWLEDGEMENT

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

On December 22, 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

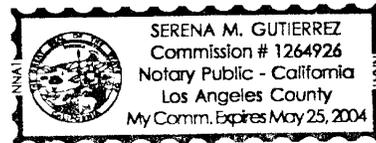


EXHIBIT A

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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