

RECORDATION NO. 24767-1 FILED

JAN 12 '04 4-14 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 Loan and Security Agreement (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:

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

Lender: Commerzbank Aktiengesellschaft,  
New York Branch  
2 World Financial Center  
34<sup>th</sup> Floor  
New York, NY 10282

Mr. Vernon A. Williams  
January 12, 2004  
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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.

A short summary of the document to appear in the index is:

Memorandum of Loan and Security Agreement (VTA-2003-FT1).

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/anr  
Enclosures

**MEMORANDUM OF LOAN AND SECURITY AGREEMENT (VTA-2003-FT1)**

Memorandum of Loan and Security Agreement (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, 24<sup>th</sup> Floor, Los Angeles, California ("**Trust**") and **COMMERZBANK AKTIENGESELLSCHAFT**, acting through its New York Branch, a branch of a corporation organized under the laws of Germany, having its principal office at 2 World Financial Center, 34<sup>th</sup> Floor, New York, New York, as Lender ("**Lender**").

**WITNESSETH:**

The undersigned have entered into that certain Loan and Security Agreement (VTA-2003-FT1), dated as of December 30, 2003, whereby in consideration of a loan made under said agreement, the Trust has granted to the Lender a first priority security interest in the Collateral as defined in such agreement, including without limitation, the Trust's interest in certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

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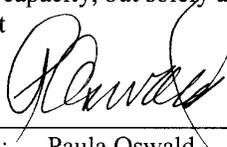
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SURFACE TRANSPORTATION BOARD

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum of Loan and Security Agreement (VTA-2003-FT1) to be duly executed by their respective officers thereunto duly authorized, as of the date first above written.

VTA RAIL STATUTORY TRUST  
VTA-2003-FT1

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

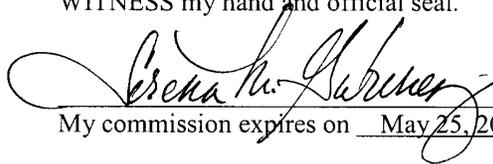
By:   
Name: Paula Oswald  
Title: Vice President

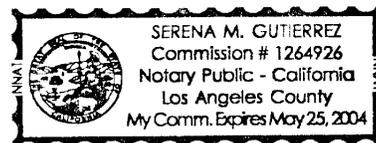
ACKNOWLEDGEMENT

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
Kinki Sharyo Light Rail Vehicle	952	\$4,400,000
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