

RECORDATION NO. 26098 FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

January 3, 2006

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 (RT-2005-FT), dated as of December 30, 2005, 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: Sacramento Regional Transit District  
1400 29th Street  
Sacramento, California 95812-2110

Head Lessee: RT Statutory Trust RT-2005-FT  
c/o U.S. Bank National Association  
633 West Fifth Street  
24th Floor  
Los Angeles, California 90071

Mr. Vernon A. Williams  
January 3, 2006  
Page 2

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

8 railcars bearing Sacramento Regional Transit District reporting marks and road numbers 202 - 209.

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

Memorandum of Head Lease Agreement (RT-2005-FT).

Also enclosed is a check in the amount of \$33.00 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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## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF HEAD LEASE AGREEMENT (RT-2005-FT)**

Memorandum of Head Lease Agreement (RT-2005-FT), made and entered into on December 30, 2005 by and between **SACRAMENTO REGIONAL TRANSIT DISTRICT**, a public corporation of the State of California, having its principal office at 1400 29<sup>th</sup> Street, Sacramento, CA 95816 (the "**Head Lessor**"), and **RT STATUTORY TRUST RT-2005-FT**, a Connecticut statutory trust, having its principal place of business at U.S. Bank National Association, 633 West Fifth Street, 24th Floor, Los Angeles, CA 90071, Attention: Corporate Trust Services (the "**Head Lessee**").

**WITNESSETH:**

The undersigned have entered into that certain Head Lease Agreement (RT-2005-FT), dated as of December 30, 2005, 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 railcars bearing running numbers as listed on Exhibit A attached hereto, subject to the term defined in said Head Lease Agreement (RT-2005-FT).

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Agreement (RT-2005-FT) to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

SACRAMENTO REGIONAL TRANSIT  
DISTRICT

By: Beverly A. Scott  
Beverly A. Scott, Ph.D.  
General Manager/CEO

ACKNOWLEDGEMENT

STATE OF CALIFORNIA     )  
  ) ss.  
COUNTY OF SACRAMENTO )

On December 19, 2005, before me, Kathleen J. Lonergan, personally came Beverly A. Scott, 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.

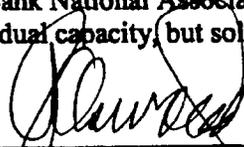
Kathleen J. Lonergan  
Notary Public

My commission expires on January 2, 2007

**HEAD LESSEE:**

**RT STATUTORY TRUST RT-2005-FT**

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

By: 

Name:

**Paula Oswald**

Title:

**Vice President**



**EXHIBIT A**

**DESCRIPTION OF RAILCARS; EQUIPMENT VALUES**

| Item of Equipment | Running No. |
|-------------------|-------------|
| CAF-200           | 202         |
| CAF-200           | 203         |
| CAF-200           | 204         |
| CAF-200           | 205         |
| CAF-200           | 206         |
| CAF-200           | 207         |
| CAF-200           | 208         |
| CAF-200           | 209         |

**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:

1/3/04



\_\_\_\_\_  
Robert W. Alvord