

RECORDATION NO. 26098-D FILED

JAN 03 '06

1-27 PM

SURFACE TRANSPORTATION BOARD

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

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 Loan and Security Agreement (RT-2005-FT), dated as of December 30, 2005, 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 which is being filed with the Board under Recordation Number _____.

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

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

Series A Lender: AIG Funding (Cayman) Limited
c/o Maples & Calder
P. O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Island

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Series B Lender: Dexia Crédit Local, New York Agency
445 Park Avenue, 8th Floor
New York, NY 10022

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 Loan and Security 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 LOAN AND SECURITY AGREEMENT (RT-2005-FT)

Memorandum of Loan and Security Agreement (RT-2005-FT), made and entered into on December 30, 2005 by and between **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 ("*Trust*"), **AIG-FP FUNDING (CAYMAN) LIMITED**, a Cayman Islands company, having its principal office c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street, Grand Cayman, Cayman Islands, British West Indies, as Series A Lender ("*Series A Lender*"), **DEXIA CRÉDIT LOCAL**, acting through its New York Branch, a corporation organized under the laws of France, having its principal office at 445 Park Avenue, 8th Floor, New York, NY 10022, as Series B Lender ("*Series B Lender*", and collectively with the Series A Lender, the "*Lenders*")

WITNESSETH:

The undersigned have entered into that certain Loan and Security Agreement (RT-2005-FT), dated as of December 30, 2005, whereby in consideration of a loan made under said agreement, the Trust has granted to the Lenders a first priority security interest in the Collateral as defined in such agreement, including without limitation, the Trust's interest in certain railcars bearing running numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Loan and Security Agreement (RT-2005-FT) to be duly executed by their respective officers thereunto duly authorized, as of the date first above written.

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:

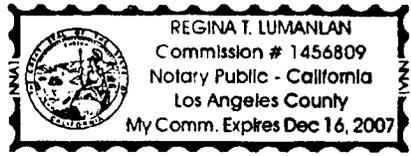
Vice President

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

On December 16, 2005, before me, Regina T. Lumanlan 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.

Regina T. Lumanlan
My commission expires on December 16, 2007



**DEXIA CRÉDIT LOCAL, New York Branch, as
Series B Lender and Agent**

By: _____

Name: **GUY CIRINCIONE**

Title: **DEPUTY GENERAL MANAGER**

By: _____

Name:

Title:

ACKNOWLEDGEMENT

STATE OF New York)
COUNTY OF New York) ss.

On December 23, 2005, before me, Jean Dorrain, personally came GUY CIRINCIONE, 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.

Jean Dorrain

Notary Public

My commission expires on April 21, 2007

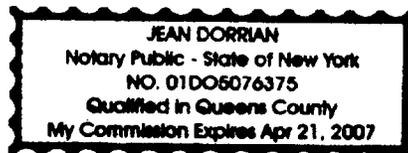


EXHIBIT A

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