RECORDATION NO. 26142-A FILED

JAN 20 '06 4-03 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

January 20, 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 Supplement (RT-2006-FT), dated as of January 20, 2006, 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:

Head Lessor: Sacramento Regional Transit District
1400 29th Street
Sacramento, California 95816

Head Lessee: RT Statutory Trust RT-2006-FT
c/o U.S. Bank National Association
633 West Fifth Street
24th Floor
Los Angeles, California 90071

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

20 railcars bearing Sacramento Regional Transit District reporting marks and road numbers 127 - 136, 201, 210 – 214 and 237 - 240.

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

Memorandum of Head Lease Supplement (RT-2006-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

Execution Version

MEMORANDUM OF HEAD LEASE SUPPLEMENT (RT-2006-FT)

Memorandum of Head Lease Supplement (RT-2006-FT), made and entered into on January 20, 2006 by and between **SACRAMENTO REGIONAL TRANSIT DISTRICT**, a public corporation of the State of California, having its principal office at 1400 29th Street, Sacramento, CA 95816 (the "***Head Lessor***"), and **RT STATUTORY TRUST RT-2006-FT**, a Connecticut statutory trust, 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 Supplement (RT-2006-FT), dated as of January 20, 2006, 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.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Supplement (RT-2006-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 January 18, 2006, 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.

KATHLEEN J. LONERGAN
Commission # 1388479
Notary Public - California
Sacramento County
My Comm. Expires Jan 2, 2007

Witness my hand and official seal.

Kathleen J. Lonergan
Notary Public

My commission expires on _____

HEAD LESSEE:

RT STATUTORY TRUST RT-2006-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 January 18, 2006 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

REGINA T. LUMANLAN
Commission # 1456809
Notary Public - California
Los Angeles County
My Comm. Expires Dec 16, 2007

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Running No.
CAF-200	201
CAF-200	210
CAF-200	211
CAF-200	212
CAF-200	213
CAF-200	214
CAF-200	237
CAF-200	238
CAF-200	239
CAF-200	240
Siemens/Duewag U-2A	127
Siemens/Duewag U-2A	128
Siemens/Duewag U-2A	129
Siemens/Duewag U-2A	130
Siemens/Duewag U-2A	131
Siemens/Duewag U-2A	132
Siemens/Duewag U-2A	133
Siemens/Duewag U-2A	134
Siemens/Duewag U-2A	135
Siemens/Duewag U-2A	136

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: 1/20/06

Robert W. Alvord