



KAPLAN KIRSCH ROCKWELL

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MANAGEMENT

February 29, 2012

RECORDATION NO. 21667-H FILED

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Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

SURFACE TRANSPORTATION BOARD

Dear Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) originals and four (4) copies of a Termination and Release of Head Lease Agreement (VTA 1998-USB), Head Lease Supplement (VTA 1998-USB) (Lot 1), Head Lease Supplement (VTA 1998-USB) (Lot 2), Sublease Agreement (VTA 1998-USB), Sublease Supplement (VTA 1998-USB) (Lot 1) and Sublease Supplement (VTA 1998-USB) (Lot 2), dated as of February 6, 2012, a secondary document as defined in 49 C.F.R. § 1177.1. The enclosed document relates to the following documents previously filed simultaneously on September 25, 1998 with the Board under Recordation Number 21667, as indicated:

- Memorandum of Head Lease Agreement (VTA 1998-USB) – 21667
- Memorandum of Head Lease Supplement (VTA 1998-USB) (Lot 1) – 21667-A
- Memorandum of Head Lease Supplement (VTA 1998-USB) (Lot 2) – 21667-B
- Memorandum of Sublease Agreement (VTA 1998-USB) – 21667-C
- Memorandum of Sublease Supplement (VTA 1998-USB) (Lot 1) – 21667-D
- Memorandum of Sublease Supplement (VTA 1998-USB) (Lot 2) – 21667-E

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

Head Lessor/Sublessee:

Santa Clara Valley Transportation Authority, formerly known as Santa Clara County Transit District
3331 North First Street
San Jose, CA 95134

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February 29, 2012

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Head Lessee/Sublessor:

U.S. Bank National Association (successor by merger to State Street Bank and Trust Company of California, National Association ("State Street California"), who was appointed as successor trustee to State Street Bank and Trust Company of Connecticut, National Association ("State Street Connecticut") pursuant to an Instrument of Resignation, Appointment and Acceptance (VTA 1998-USB), dated as of October 6, 1998, by and among State Street California, State Street Connecticut and U.S. Bancorp Leasing and Financial), not in its individual capacity, but solely as Trustee

633 West Fifth Street, 24th Floor

Los Angeles, CA 90071

Attn: Corporate Trust Services

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

The following twenty-one (21) UTDC Light Rail Vehicles:

1. 833
2. 812
3. 815
4. 820
5. 832
6. 813
7. 821
8. 814
9. 810
10. 809
11. 808
12. 806
13. 807
14. 805
15. 804
16. 811
17. 803
18. 831
19. 802
20. 836
21. 841

A short summary of the document to appear in the Index is: Termination and Release of Head Lease Agreement (VTA 1998-USB), Head Lease Supplement (VTA 1998-USB) (Lot 1), Head Lease Supplement (VTA 1998-USB) (Lot 2), Sublease Agreement (VTA 1998-USB), Sublease Supplement (VTA 1998-USB) (Lot 1) and Sublease Supplement (VTA 1998-USB) (Lot 2), all dated September 24, 1998. Memoranda of which are recorded simultaneously as

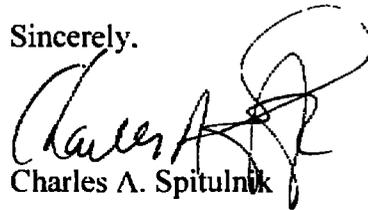
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Recordation Nos. 21667 through 21667-E. dated September 25, 1998, and covering 21 UTDC Light Rail Vehicles.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee pursuant to 49 C.F.R. § 1002.2(f)(83). However, the Santa Clara Valley Transportation Authority is seeking a waiver of the filing fee based on the fact that it is a local government entity filing the Notice of Exemption on behalf of the general public. See 49 C.F.R. § 1002.2(e); STB Ex Parte No. 542 (Sub-No. 6) - *Regulations Governing Fees For Services Performed In Connection With Licensing And Related Services--Policy Statement* (Served December 6, 2000).

Kindly return the extra three (3) originals and three of the copies, all stamped and marked with STB's filing information, to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Charles A. Spitulnik", with a large, stylized flourish at the end.

Charles A. Spitulnik

Enclosures

cc: Zachary S. Finley

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Termination and Release of Head Lease and Sublease**SURFACE TRANSPORTATION BOARD**

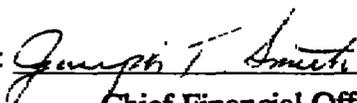
Santa Clara Valley Transportation Authority, formerly known as Santa Clara County Transit District ("Head Lessor/Sublessee"), and U.S. Bank National Association (successor by merger to State Street Bank and Trust Company of California, National Association ("State Street California"), who was appointed as successor trustee to State Street Bank and Trust Company of Connecticut, National Association ("State Street Connecticut") pursuant to an Instrument of Resignation, Appointment and Acceptance (VTA 1998-USB), dated as of October 6, 1998, by and among State Street California, State Street Connecticut and U.S. Bancorp Leasing and Financial), not in its individual capacity, but solely as Trustee ("Head Lessee/Sublessor"), terminate and release any and all rights and interests they each have with respect to the railroad equipment described in Schedule 1 attached hereto (the "Light Rail Vehicles") pursuant to the Head Lease Agreement (VTA 1998-USB), Head Lease Supplement (VTA 1998-USB) (Lot 1), Head Lease Supplement (VTA 1998-USB) (Lot 2), Sublease Agreement (VTA 1998-USB), Sublease Supplement (VTA 1998-USB) (Lot 1) and Sublease Supplement (VTA 1998-USB) (Lot 2), all dated September 24, 1998, between the Head Lessor/Sublessee and the Head Lessee/Sublessor (collectively, the "Agreements").

Memoranda of Head Lessor/Sublessee's and Head Lessee/Sublessor's rights and interests with respect to the Agreements were recorded with the Surface Transportation Board simultaneously on September 25, 1998, at 10:15 a.m. under Recordation Number 21667. Head Lessor/Sublessee and Head Lessee/Sublessor terminate and release their rights and interests as set forth in the agreements described in those memoranda.

EXECUTED as of February 6, 2012

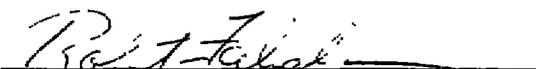
Head Lessor/Sublessee:

Santa Clara Valley Transportation Authority

By: 
Chief Financial Officer

Its: _____

Approved for form and
 Legal sufficiency


 General Counsel

STATE OF CALIFORNIA }
COUNTY OF Santa Clara }

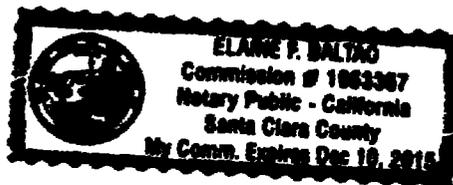
On February 16, 2012, before me, Elaine F. Baltas, a Notary Public, personally appeared Joseph T. Smith and

Robert Fabella, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Elaine Baltas (Seal)



Head Lessee/Sublessor:

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

By:  _____

Its: Paula Oswald
Vice President

STATE OF CALIFORNIA }
COUNTY OF Los Angeles }

On February 8, 2012, before me, Nancy Renee Perez, a Notary Public, personally appeared _____

Paula Oswald, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is/are~~ subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in ~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Nancy Renee Perez (Seal)



Schedule 1

Light Rail Vehicles

1. UTDC Light Rail Vehicle 833
2. UTDC Light Rail Vehicle 812
3. UTDC Light Rail Vehicle 815
4. UTDC Light Rail Vehicle 820
5. UTDC Light Rail Vehicle 832
6. UTDC Light Rail Vehicle 813
7. UTDC Light Rail Vehicle 821
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21. UTDC Light Rail Vehicle 841