

Counterparts - 9/24

RECORDATION NO. 21802 FILED ←

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NOV 20 '98 11-30AM

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 21802-A, B, C, D, E,
FILED F, G
NOV 20 '98 11-30AM

November 20, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Equipment Lot Siemens 1998A-FH

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, dated June 16, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents, and the following secondary documents related thereto: Memorandum of Lease Agreement, Memorandum of Loan and Security Agreement, Memorandum of Equipment Mortgage, DBX Equipment Mortgage, Assignment of DBX Equipment Mortgage, Memorandum of Head Lessor's Lease Mortgage, and Memorandum of Lessor's Security Agreement, and, all dated June 16, 1998.

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

Primary

Memoranda of Head Lease Agreement,
Equipment Mortgage and Head Lessor's Lease Mortgage

Head Lessor: Tri-County Metropolitan Transportation District of Oregon
4012 S.E. 17th Avenue
Portland, Oregon 97202

Head Lessee: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

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Memoranda of Lease Agreement
and Lessor's Security Agreement

Lessor: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee: Tri-County Metropolitan Transportation District of Oregon
4012 S.E. 17th Avenue
Portland, Oregon 97202

Memorandum of Loan and Security Agreement

Trustee: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lender: AIG Financial Products (Jersey) Limited
100 Nyala Farm
Westport, Connecticut 06880

DBX Equipment Mortgage

Mortgagor: DB Export-Leasing GmbH
Mainzer Land Strasse 16
D-60325 Frankfurt am Main Germany

Mortgagee: Tri-County Metropolitan Transportation District of Oregon
4012 S.E. 17th Avenue
Portland, Oregon 97202

Assignment of (DBX) Equipment Mortgage

Assignor: Tri-County Metropolitan Transportation District of Oregon
4012 S.E. 17th Avenue
Portland, Oregon 97202

Assignee: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

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A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$208.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A

DESCRIPTION OF EQUIPMENT

SIEMENS 1998A-FH

<u>Description</u>	<u>Identification Number</u>
1 Siemens low floor light rail vehicle, Model SD 600	235
1 Siemens low floor light rail vehicle, Model SD 600	236
1 Siemens low floor light rail vehicle, Model SD 600	237
1 Siemens low floor light rail vehicle, Model SD 600	238
1 Siemens low floor light rail vehicle, Model SD 600	239
1 Siemens low floor light rail vehicle, Model SD 600	240
1 Siemens low floor light rail vehicle, Model SD 600	241
1 Siemens low floor light rail vehicle, Model SD 600	242
1 Siemens low floor light rail vehicle, Model SD 600	243
1 Siemens low floor light rail vehicle, Model SD 600	244
1 Siemens low floor light rail vehicle, Model SD 600	245
1 Siemens low floor light rail vehicle, Model SD 600	246

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MEMORANDUM OF HEAD LEASE AGREEMENT
(Equipment Lot Siemens 1998A-FH)

Memorandum of Head Lease Agreement, made and entered into on June 16, 1998 by and between TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON, a municipal corporation and a public body corporate and politic established under the laws of the State of Oregon ("Head Lessor"), and FIRST SECURITY BANK, N.A., a national banking association, not in its individual capacity but solely as the Trustee ("Head Lessee").

W I T N E S S E T H:

The undersigned have entered into that certain Head Lease Agreement (Equipment Lot Siemens 1998A-FH), dated as of June 16, 1998, 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 light rail vehicles bearing the identification numbers as listed on Exhibit A attached hereto, subject to the term defined in said Head Lease Agreement.

[Memorandum of Head Lease Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TRI-COUNTY METROPOLITAN
TRANSPORTATION DISTRICT OF
OREGON, as Head Lessor

By Bruce Harder
Name: Bruce Harder
Title: Exec. Dir. Fin. Adm.

FIRST SECURITY BANK, N.A., not in
its individual capacity but solely as the
Trustee, as Head Lessee

By _____
Name:
Title:

[Memorandum of Head Lease Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TRI-COUNTY METROPOLITAN
TRANSPORTATION DISTRICT OF
OREGON, as Head Lessor

By _____
Name:
Title:

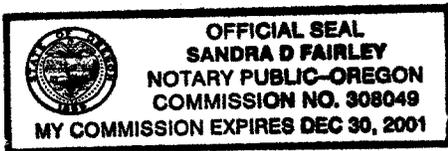
FIRST SECURITY BANK, N.A., not in
its individual capacity but solely as the
Trustee, as Head Lessee

By _____
Name: **Greg A. Hawley**
Title: **Vice President**

[Memorandum of Head Lease Agreement]

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 16th day of June, 1998, before me personally appeared Bruce Harder, to me personally known, who being by me duly sworn, said that he is the Executive Director of Finance and Administration of TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON, that said instrument was signed on behalf of said entity on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.



Sandra D. Fairley

Notary Public for the State of Oregon

[NOTARIAL SEAL]

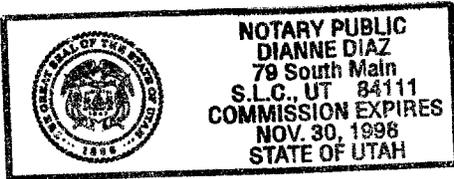
My commission expires: 12-30-2001

[Memorandum of Head Lease Agreement]

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this 10th day of June, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Greg A. Hawley, personally known to me to be the individual that executed the foregoing instrument as the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Trustee, for and on behalf of the national association herein named, and acknowledged to me that the national association executed the foregoing instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal



[Signature]
Notary Public for the State of Utah

[NOTARIAL SEAL]

My commission expires: _____

EXHIBIT A
TO
MEMORANDUM OF HEAD LEASE AGREEMENT

DESCRIPTION OF EQUIPMENT

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