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RECORDATION NO. 21802 FILED

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NOV 20 '98 11-30AM

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RECORDATION NO. 21802-A, B, C, D, E,
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F, G

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:

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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SURFACE TRANSPORTATION BOARD

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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,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A

DESCRIPTION OF EQUIPMENT

SIEMENS 1998A-FII

<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

NOV 20 '98

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MEMORANDUM OF HEAD LESSOR'S LEASE MORTGAGE
(Equipment Lot Siemens 1998A-FH)

Memorandum of Head Lessor's Lease Mortgage, 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 (the "Head Lessor") and FIRST SECURITY BANK, N.A., a national banking association, not in its individual capacity but solely as the Trustee (the "Head Lessee").

W I T N E S S E T H:

The undersigned have entered into that certain Head Lessor's Lease Mortgage (Equipment Lot Siemens 1998A-FH), dated as of June 16, 1998, whereby the Head Lessee has conveyed, assigned, mortgaged, transferred and pledged to the Head Lessor, and has granted to the Head Lessor a lien on and a security interest in, all of the Head Lessee's right, title and interest as lessor in, to and under the Lease (as defined below) and all proceeds thereof as security for the due, prompt and complete payment and performance of the obligations of the Head Lessee to the Head Lessor to pay any amount (including damages) under or in respect of the Head Lease (as defined below).

For purposes of this Memorandum, (a) "Head Lease" means that certain Head Lease Agreement (Equipment Lot Siemens 1998A-FH), dated as of June 16, 1998, between Head Lessor and the Head Lessee 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 (the "Equipment"), subject to the term defined in said Head Lease Agreement and (b) "Lease" means that certain Lease Agreement (Equipment Lot Siemens 1998A-FH), dated as of June 16, 1998, between the Head Lessee, as lessor, and the Head Lessor, as lessee, whereby the Head Lessee has agreed to lease to the Head Lessor and the Head Lessor has agreed to lease from the Head Lessee the Equipment, subject to the term defined in said Lease Agreement.

[Memorandum of Head Lessor's Lease Mortgage]

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 Lessor's Lease Mortgage]

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:

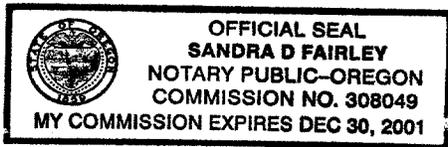
FIRST SECURITY BANK, N.A., not in
its individual capacity but solely as the
Trustee, as Head Lessee

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

[Memorandum of Head Lessor's Lease Mortgage]

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]

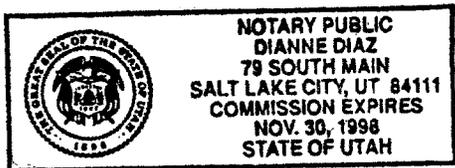
My commission expires: 12-30-2001

[Memorandum of Head Lessor's Lease Mortgage]

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



Dianne Diaz

Notary Public for the State of Utah

[NOTARIAL SEAL]

My commission expires: _____

EXHIBIT A
TO
MEMORANDUM OF HEAD LESSOR'S LEASE MORTGAGE

DESCRIPTION OF EQUIPMENT

SIEMENS 1998A-FH

<u>Description</u>	<u>Identification Number</u>
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