

Quarter parts - 4/21/98

RECORDATION NO. 21800 FILED

NOV 20 '98 11-30 AM

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OF COUNSEL
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RECORDATION NO. 21800-A, B, C, D, E, F, G FILED

NOV 20 '98 11-30 AM

November 20, 1998

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

NOV 20 11 29 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Equipment Lot Siemens 1997B-NL

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 December 16, 1997, 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 December 16, 1997.

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

C → 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 1997B-NL

<u>Description</u>	<u>Identification Number</u>
1 Siemens low floor light rail vehicle, Model SD 600	202
1 Siemens low floor light rail vehicle, Model SD 600	214
1 Siemens low floor light rail vehicle, Model SD 600	218
1 Siemens low floor light rail vehicle, Model SD 600	219
1 Siemens low floor light rail vehicle, Model SD 600	220
1 Siemens low floor light rail vehicle, Model SD 600	221
1 Siemens low floor light rail vehicle, Model SD 600	222
1 Siemens low floor light rail vehicle, Model SD 600	223
1 Siemens low floor light rail vehicle, Model SD 600	224
1 Siemens low floor light rail vehicle, Model SD 600	225
1 Siemens low floor light rail vehicle, Model SD 600	226
1 Siemens low floor light rail vehicle, Model SD 600	227
1 Siemens low floor light rail vehicle, Model SD 600	228
1 Siemens low floor light rail vehicle, Model SD 600	229
1 Siemens low floor light rail vehicle, Model SD 600	230
1 Siemens low floor light rail vehicle, Model SD 600	231
1 Siemens low floor light rail vehicle, Model SD 600	232
1 Siemens low floor light rail vehicle, Model SD 600	233

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MEMORANDUM OF EQUIPMENT MORTGAGE
(Equipment Lot Siemens 1997B-NL)

Memorandum of Equipment Mortgage, made and entered into on December 16, 1997 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 Equipment Mortgage (Equipment Lot Siemens 1997B-NL), dated as of December 15, 1997, whereby the Head Lessor has assigned, mortgaged and pledged to the Head Lessee, as security only, and granted a security interest in and mortgage lien on all of the Head Lessor's estate, right, title and interest in, to and under certain light rail vehicles bearing the identification numbers as listed on Exhibit A attached hereto (the "Equipment"), in each case to the extent that the Head Lessor has acquired legal title to the Equipment, as security for the Head Lessor's obligations under the Head Lease (as defined below) including, without limitation, the prompt transfer of title to the Equipment to the Head Lessee if, as and when required by the Head Lease.

For purposes of this Memorandum, the term "Head Lease" means that certain Head Lease Agreement (Equipment Lot Siemens 1997B-NL), dated as of December 15, 1997, between the parties hereto whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor the Equipment, subject to the term defined in said Head Lease Agreement.

[Memorandum of Equipment 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 Equipment 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

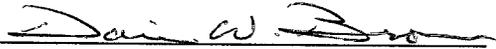
By: 
Name: Dale W. Brown
Title: Assistant Vice President

EXHIBIT A
TO
MEMORANDUM OF EQUIPMENT MORTGAGE

DESCRIPTION OF EQUIPMENT

SIEMENS 1997B-NL

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