

RECORDATION NO. 21044 FILED

DEC 4 - '97 1-15 PM

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OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 21044-ABCDEF FILED

*Counterparts - 9/27/97*

December 4, 1997

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

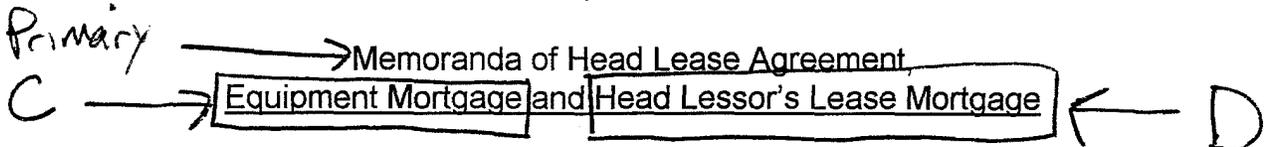
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Equipment Lot Siemens 1997A-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 May 29, 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, Memorandum of Head Lessor's Lease Mortgage, and Memorandum of Lessor's Security Agreement, all dated May 29, 1997.

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



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

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

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December 4, 1997  
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A → Memoranda of Lease Agreement  
and Lessor's Security Agreement ← E

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. 17<sup>th</sup> Avenue  
Portland, Oregon 97202

B → Memorandum of Loan and Security Agreement

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

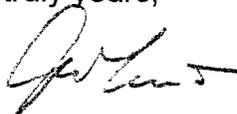
Lender: AIG Financial Products (Jersey) Limited  
100 Nyala Farm  
Westport, Connecticut 06880

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 \$144.00 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

## DESCRIPTION OF EQUIPMENT

### SIEMENS 1997A-FH

Identification Numbers	Equipment Description
201	Siemens-Duewag low floor light rail vehicle, Model SD 600
203	Siemens-Duewag low floor light rail vehicle, Model SD 600
204	Siemens-Duewag low floor light rail vehicle, Model SD 600
205	Siemens-Duewag low floor light rail vehicle, Model SD 600
206	Siemens-Duewag low floor light rail vehicle, Model SD 600
207	Siemens-Duewag low floor light rail vehicle, Model SD 600
208	Siemens-Duewag low floor light rail vehicle, Model SD 600
209	Siemens-Duewag low floor light rail vehicle, Model SD 600

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MEMORANDUM OF HEAD LESSOR'S LEASE MORTGAGE  
(Equipment Lot Siemens 1997A-FH)

Memorandum of Head Lessor's Lease Mortgage, made and entered into on May 29, 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").

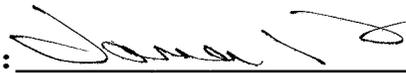
W I T N E S S E T H :

The undersigned have entered into that certain Head Lessor's Lease Mortgage (Equipment Lot Siemens 1997A-FH), dated as of May 29, 1997, 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 1997A-FH), dated as of May 29, 1997, 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 1997A-FH), dated as of May 29, 1997, 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.

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.

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

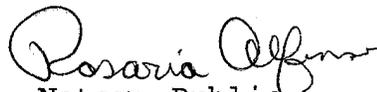
By:   
Name: Janeen R. Higgs  
Title: Asst. Trust Officer

TRI-COUNTY METROPOLITAN  
TRANSPORTATION DISTRICT OF  
OREGON

By:   
Name: BRUCE HARDER  
Title: EXEC DIR FIN ADM

STATE OF New York )  
 ) SS  
COUNTY OF New York

On this 30<sup>th</sup> day of May, before me personally appeared Janeen R. Higgs, to me personally known, who being by me duly sworn, said that she/he is a Asst. Trust Officer of FIRST SECURITY BANK, N.A., that said instrument was signed on such date on behalf of said entity on such day by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

  
Notary Public

[NOTARIAL SEAL]

My commission expires:

ROSARIA ALFONSO  
Notary Public, State of New York  
No. 01AL5005230  
Qualified in New York County  
Commission Expires Nov. 30, 1998

STATE OF New York )  
 ) SS  
COUNTY OF New York

On this 30<sup>th</sup> day of May, before me personally appeared  
Bruce Harder, to me personally known, who  
being by me duly sworn, said that she/he is a  
Exec. Dir. Fin. Adm. of TRI-COUNTY METROPOLITAN  
TRANSPORTATION DISTRICT OF OREGON, that said instrument was  
signed on such date on behalf of said entity on such day by  
authority of its Board of Directors, and she/he  
acknowledged that the execution of the foregoing instrument  
was the free act and deed of said entity.

*John C. Ostling III*  
Notary Public

[NOTARIAL SEAL]

JOHN C. OSTLING III  
Notary Public, State of New York  
No. 01OS5069538  
Qualified in New York County  
Commission Expires Nov. 25, 1998

My commission expires: \_\_\_\_\_

EXHIBIT A  
TO  
MEMORANDUM OF HEAD LESSOR'S LEASE MORTGAGE

DESCRIPTION OF EQUIPMENT

SIEMENS 1997A-FH

Identification Numbers	Equipment Description
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