

0100472070

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

19156

January 4, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three copies of a Memorandum of Lease Agreement, dated as of December 22, 1994, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

Lessor: DB Export - Leasing GmbH
Mainzer Landstrasse 16
D-60325 Frankfurt am Main
Federal Republic of Germany

Lessee: Regional Transportation District
1600 Blake Street
Denver, Colorado 80202

A description of the railroad equipment covered by the enclosed document is attached to the Memorandum of Lease as Schedule A.

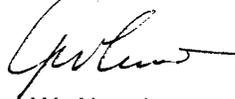
Alvord - Williams

Mr. Vernon A. Williams
January 4, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/4/95

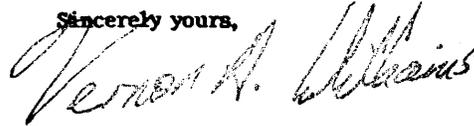
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/4/95 at 11:40AM, and assigned recordation number(s). 19156 and 19157.

Sincerely yours,



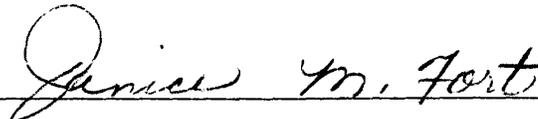
Vernon A. Williams
Secretary

Enclosure(s)

(0100472070)
(0100472071)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 22, 1994 between DB EXPORT-LEASING GMBH, a corporation organized and existing under the laws of the Federal Republic of Germany ("Lessor"), and REGIONAL TRANSPORTATION DISTRICT, a political subdivision of the State of Colorado ("Lessee").

WITNESSETH:

1. Pursuant to the Lease Agreement dated as of December 22, 1994 (the "Lease"), and a Lease Supplement dated as of December 22, 1994, Lessor has leased unto Lessee certain Siemens Duewag Light Rail Vehicles, bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Items of Equipment"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease.

2. The Lease has taken effect for a Basic Term commencing on December 22, 1994 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on December 22, 2012 or, if such date is not a Banking Day, then the next succeeding Banking Day.

3. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: DB Export-Leasing GmbH
Mainzer Landstrasse 16
D-60325 Frankfurt am Main
Federal Republic of Germany
Attention: Senior Leasing Manager
Tel. #. 069/9103-3769

Lessee: Regional Transportation District
1600 Blake Street
Denver, Colorado 80202
Attention: General Manager
Tel. #. (303) 299-2313

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease as of the day and year first written above.

REGIONAL TRANSPORTATION DISTRICT

By: Channon M. Patterson
Name: CHANNON M. PATTERSON
Title: INVESTMENT COORDINATOR

DB EXPORT-LEASING GMBH

By: _____
Claus Stoltenberg
Managing Director

By: _____
Cynthia Mössner
Senior Leasing Manager

Approved as to legal form:

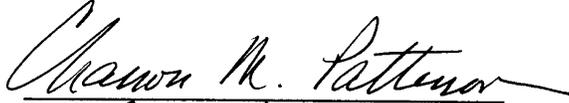
Sally Zack Wheeler
Sally Zack Wheeler
Associate General Counsel
Regional Transportation District

CORPORATE ACKNOWLEDGEMENT

(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY :
Frankfurt : ss.:

I, CHASSON M. PATTERSON, certify that I am the INVESTMENT COORDINATOR of REGIONAL TRANSPORTATION DISTRICT, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 22, 1994.


Name: CHASSON M. PATTERSON
Title: INVESTMENT COORDINATOR

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease as of the day and year first written above.

REGIONAL TRANSPORTATION DISTRICT

By: _____
Name:
Title:

DB EXPORT-LEASING GMBH

By: _____
Claus Stoltenberg
Managing Director

By: Cynthia Mössner
Cynthia Mössner
Senior Leasing Manager

Approved as to legal form:

Sally Zack Wheeler
Associate General Counsel
Regional Transportation District

CORPORATE ACKNOWLEDGEMENT

(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY :
Frankfurt : ss.:

I, Cynthia Mössner, certify that I am the Sr. Leasing Manager of DB EXPORT-LEASING GMBH, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 22, 1994.

Cynthia Mössner
Name: Cynthia Mössner
Title: Sr. Leasing Manager

DB Export-Leasing GmbH



To whom it may concern

P.O. Box 100601, D-60282 Frankfurt
Mainzer Landstrasse 16, D-60325 Frankfurt
Germany
Telephone (69) 910-333 69
Fax (69) 910-336 82
Telex 411177 dbfm d

Deutsche Bank AG, Frankfurt
Bank Code No. 500 70010
Account No. 8618188

POWER OF ATTORNEY

We, DB Export-Leasing GmbH, duly incorporated and organized and existing under the laws of the Federal Republic of Germany, do hereby appoint

Mrs. Cynthia Mössner

our attorney-in-fact for us and in our name to sign individually

all TRANSACTION DOCUMENTS to which DB Export-Leasing GmbH is a party, concerning the lease financing of 11 light rail vehicles manufactured by Siemens Duewag for the Regional Transportation District, Denver

and to further sign individually all documents and do all necessary acts ancillary to the above and we hereby give our consent to such attorney acting for and on behalf of DB Export-Leasing GmbH in connection with the same transaction. This power of attorney expires on December 31, 1994.

Frankfurt, 22.12.1994
CRS/Pow2212.doc

DB Export-Leasing GmbH


(Bucher) (Stoltenberg)

06173

701 267

SCHEDULE A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Eleven (11) Siemens Duewag Light Rail Cars, Serial
Numbers as set forth below:

Serial Number

1.	38309
2.	38310
3.	38311
4.	38312
5.	38313
6.	38314
7.	38315
8.	38316
9.	38317
10.	38318
11.	38319