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JAN 1 1997 7:00 PM

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

OF COUNSEL  
URBAN A. LESTER

JAN 13 12 51 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

January 13, 1997

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

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 Lease Agreement, dated as of December 9, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

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, CO 80202

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached thereto.

*Counterpart - Edward M. Linn*

Mr. Vernon A. Williams  
January 13, 1997  
Page 2

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW.  
Suite 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 1-13-97 at 2:55 PM , and assigned recordation number(s). 20476.

Sincerely yours,

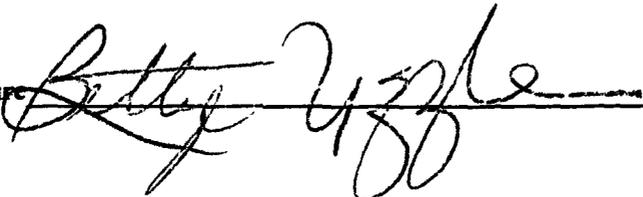


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 22.00 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



JAN 13 1997 -2 55 PM

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 30, 1996 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 30, 1996 (the "Lease"), and a Lease Supplement dated as of December 30, 1996, Lessor has leased unto Lessee certain Siemens Dueweg 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 30, 1996 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on December 30, 2014 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: Chasson M. Abeyta  
Name: Chasson M. Abeyta  
Title: Manager of Treasury and Investments

DB EXPORT-LEASING GMBH

By: Hans Fricke  
Name: Hans Fricke  
Title: Managing Director

By: G. Häfner  
Name: Gero Häfner  
Title: Authorized Signatory

CORPORATE ACKNOWLEDGEMENT

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

FEDERAL REPUBLIC OF GERMANY :  
MUNICH : SS.:

MANAGER I, CHASSON M. ABEYTA, certify that I am the OF TREASURY & INVESTMENT of REGIONAL TRANSPORTATION DISTRICT, that the foregoing instrument was duly 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 9, 1996.

  
Name: CHASSON M. ABEYTA  
Title: MANAGER OF TREASURY  
& INVESTMENT

CORPORATE ACKNOWLEDGEMENT

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

FEDERAL REPUBLIC OF GERMANY :  
MUNICH : SS.:

I, Hans Fricke, certify that I am the Managing Director of DB EXPORT-LEASING GMBH, that the foregoing instrument was duly 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 9, 1996.

  
\_\_\_\_\_  
Name: Hans Fricke  
Title: Managing Director

SCHEDULE A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Six (6) Siemens Duewag Light Rail Cars, Serial Numbers  
as set forth below:

Serial Number

1.	38553
2.	38554
3.	38555
4.	38556
5.	38557
6.	38558