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ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SURFACE TRANSPORTATION BOARD

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

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WASHINGTON, D.C.

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February 20, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Complete Termination of Lease and Release of Security Interests (Equipment Lot Siemens 1997A-NL), dated as of February 19, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21045.

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

Head Lessor/
Lessee:

Tri-County Metropolitan Transportation
District of Oregon
4012 S.E. 17th Ave.
Portland, OR 97202

Head Lessee/
Lessor:

Wells Fargo Bank Northwest, National
Association, successor in interest to First
Security Bank, N.A.
299 South Main Street
Salt Lake City, UT 84111

Anne K. Quinlan, Esquire
February 20, 2009
Page 2

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

A description of the railroad equipment covered by the enclosed document
is:

7 Siemens-Duewag low floor light rail vehicles, models SD 600,
identification numbers 210-217.

A short summary of the document to appear in the index is:

Complete Termination of Lease and Release of Security Interests
(Equipment Lot Siemens 1997A-NL).

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**COMPLETE TERMINATION OF LEASE AND RELEASE OF SECURITY
INTERESTS
(Equipment Lot Siemens 1997A-NL)**

This Complete Termination of Lease and Release of Security Interests, dated as of February 19, 2009 (the "Complete Termination") is made by and among Tri-County Metropolitan Transportation District of Oregon, a municipal corporation and public body corporate and politic established under the laws of the State of Oregon ("Tri-Met"), Wells Fargo Bank Northwest, National Association, a national banking association ("WFBNW"), successor in interest to First Security Bank, N.A. ("FSB"), and AIG Financial Products (Jersey) Limited, a corporation organized under the laws of Jersey, Channel Islands ("AIGFPJ").

WHEREAS, Tri-Met and FSB entered into a Head Lease Agreement, a Lease Agreement, an Equipment Mortgage, a Head Lessor's Lease Mortgage and a Lessor's Security Agreement, all dated as of May 29, 1997, as more particularly identified on Exhibit A attached hereto;

WHEREAS, AIGFPJ and FSB entered into a Loan and Security Agreement, dated as of May 29, 1997, as more particularly identified on Exhibit A attached hereto;

WHEREAS, a Memorandum of each of the aforesaid agreements was duly filed and recorded with the Surface Transportation Board, pursuant to the provisions of 49 U.S.C. 11301(a), on the date, at the time, and under the Recordation Number identified on Exhibit A attached hereto;

WHEREAS, each of the aforesaid agreements covered certain light rail vehicles identified on Exhibit B attached hereto (the "Equipment"); and

WHEREAS, pursuant to that certain Termination Agreement (1997A-NL), dated as of February 19, 2009 (the "1997A Termination Agreement") among Tri-Met, NorLease, Inc., AIGFPJ, WFBNW and the other parties listed therein, the parties hereto have terminated each of the aforesaid agreements and have agreed that all security interests in the Equipment created under, or granted by, any of the aforesaid agreements shall be terminated and released.

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Tri-Met and WFBNW confirm that the Head Lease Agreement, Lease Agreement, Equipment Mortgage, Head Lessor's Lease Mortgage and Lessor's Security Agreement have been terminated, as set forth in the 1997A Termination Agreement, and each does hereby fully and finally release any and all security interests in the Equipment created under, or granted by, said agreements.

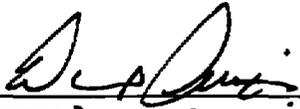
2. AIGFPJ and WFBNW confirm that the Loan and Security Agreement has been terminated and that each and every obligation of the parties thereto has been satisfied in full as set forth in the 1997A Termination Agreement, and each does hereby fully and finally release any and all security interests in the Equipment created under, or granted by, said agreement.

3. This Complete Termination is executed and delivered without prejudice to the rights and obligations, if any, of the parties which expressly survive the termination of any of the aforesaid agreements.

[signature pages to follow]

IN WITNESS WHEREOF, the parties hereto have each caused this Complete Termination to be duly executed by their respective officers duly authorized as of the 18th day of February, 2009.

TRI-COUNTY METROPOLITAN
TRANSPORTATION DISTRICT OF
OREGON, as Head Lessor and Lessee

By: 
Name: David Auxier
Title: CFO

STATE OF Oregon)
) SS:
COUNTY OF Multnomah

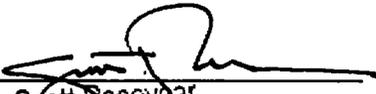
On this 18th day of February, 2009, before me the undersigned Notary Public, personally appeared David Alexander, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he/she is a CEO of TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON, and acknowledged to me that he/she duly executed the foregoing instrument on such date on behalf of such entity and that said execution was and the free act and deed of said entity.

Tina J Lowe
(Notary Signature)

My commission expires:
November 9, 2012



WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION (successor
in interest to First Security Bank, N.A.),
as Head Lessee and Lessor

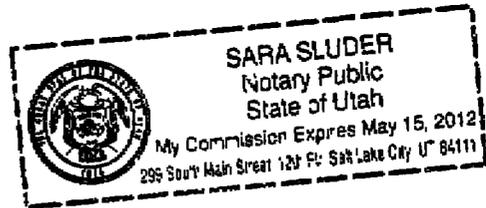
By: 
Name: Scott Rosevear
Title: Vice President

STATE OF **Utah**)
) SS:
COUNTY OF **Salt Lake**

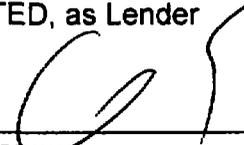
On this ____ day of February, 2009, before me the undersigned Notary Public, personally appeared Scott Rosevear, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he/she is a Vice President of WELLS FARGO BANK NORTHWEST, N.A., and acknowledged to me that he/she duly executed the foregoing instrument on such date on behalf of such entity and that said execution was and the free act and deed of said entity.

Sara Sluder
(Notary Signature)

My commission expires:



AIG FINANCIAL PRODUCTS (JERSEY)
LIMITED, as Lender

By: 
Name: _____
Title: Christian Iott
Vice President

**SIGNATURE PAGE – COMPLETE TERMINATION OF LEASE AND RELEASE OF SECURITY
INTERESTS (EQUIPMENT LOT SIEMENS 1997A-NL)**

STATE OF)
) SS:
COUNTY OF)

On this 18 day of February, 2009, before me the undersigned Notary Public, personally appeared Christian Toffe, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he/she is a Vice President of AIG FINANCIAL PRODUCTS (JERSEY) LIMITED, and acknowledged to me that he/she duly executed the foregoing instrument on such date on behalf of such entity and that said execution was and the free act and deed of said entity.



(Notary Signature)

My commission expires:

CHRISTIAN PORRITT-ATKINSON
NOTARY PUBLIC
COMMISSION EXPIRES MAY 2010

EXHIBIT A

1. Memorandum of Head Lease Agreement, dated as of May 29, 1997, between Tri-County Metropolitan Transportation District of Oregon, Head Lessor, and First Security Bank, N.A., Head Lessee, filed with the Board on December 4, 1997 at 1:20 p.m. under Recordation Number 21045.
2. Memorandum of Lease Agreement, dated as of May 29, 1997, between First Security Bank, N.A., Lessor, and Tri-County Metropolitan Transportation District of Oregon, Lessee, filed with the Board on December 4, 1997 at 1:20 p.m. under Recordation Number 21045-A.
3. Memorandum of Loan and Security Agreement, dated as of May 29, 1997, between First Security Bank, N.A., Trustee, and AIG Financial Products (Jersey) Limited, Lender, filed with the Board on December 4, 1997 at 1:20 p.m. under Recordation Number 21045-B.
4. Memorandum of Equipment Mortgage, dated as of May 29, 1997, between Tri-County Metropolitan Transportation District of Oregon, Head Lessor, and First Security Bank, N.A., Head Lessee, filed with the Board on December 4, 1997 at 1:20 p.m. under Recordation Number 21045-C.
5. Memorandum of Head Lessor's Lease Mortgage, dated as of May 29, 1997, between Tri-County Metropolitan Transportation District of Oregon, Head Lessor, and First Security Bank, N.A., Head Lessee, filed with the Board on December 4, 1997 at 1:20 p.m. under Recordation Number 21045-D.
6. Memorandum of Lessor's Security Agreement, dated as of May 29, 1997, between First Security Bank, N.A., Lessor, and Tri-County Metropolitan Transportation District of Oregon, Lessee, filed with the Board on December 4, 1997 at 1:20 p.m. under Recordation Number 21045-E.

DESCRIPTION OF EQUIPMENT

SIEMENS 1997A-NL

Identification Numbers	Equipment Description
210	Siemens-Duewag low floor light rail vehicle, Model SD 600
211	Siemens-Duewag low floor light rail vehicle, Model SD 600
212	Siemens-Duewag low floor light rail vehicle, Model SD 600
213	Siemens-Duewag low floor light rail vehicle, Model SD 600
215	Siemens-Duewag low floor light rail vehicle, Model SD 600
216	Siemens-Duewag low floor light rail vehicle, Model SD 600
217	Siemens-Duewag low floor light rail vehicle, Model SD 600