

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:

18 Siemens low floor light rail vehicles, models SD 600 with a range of
identification nos. 202 - 233 as more particularly set forth in the
attachment to the document.

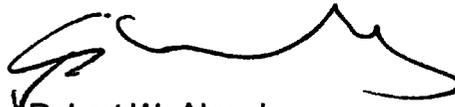
A short summary of the document to appear in the index is:

Complete Termination of Lease and Release of Security Interests
(Equipment Lot Siemens 1997B-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

FEB 20 09

1-50 PM

SURFACE TRANSPORTATION BOARD

**COMPLETE TERMINATION OF LEASE AND RELEASE OF SECURITY
INTERESTS
(Equipment Lot Siemens 1997B-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, a Lessor's Security Agreement and an Assignment of Equipment Mortgage all dated as of December 15, 1997, as more particularly identified on Exhibit A attached hereto;

WHEREAS, AIGFPJ and FSB entered into a Loan and Security Agreement, dated as of December 15, 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 (1997B-NL), dated as of February 19, 2009 (the "1997B 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, Lessor's Security Agreement and Assignment of Equipment Mortgage have been terminated, as set forth in the 1997B 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 1997B 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, Lessee and
Mortgagee

By: 
Name: David Auxier
Title: CFO

STATE OF Oregon
COUNTY OF Multnomah) SS:

On this 18th day of February, 2009, before me the undersigned Notary Public, personally appeared David H. [unclear], 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 [unclear] 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:

Title:



Scott Rosevear
Vice President

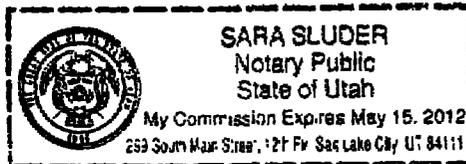
STATE OF **Utah**)
) SS:
COUNTY OF **Salt Lake**

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.

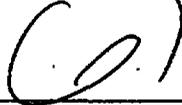
Sara Sluder

(Notary Signature)

My commission expires:

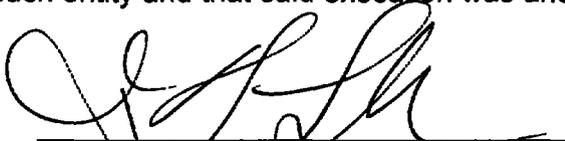


AIG FINANCIAL PRODUCTS (JERSEY)
LIMITED, as Lender

By: 
Name: Christian Toft
Title: Vice President

STATE OF Connecticut)
) SS:
COUNTY OF Fairfield)

On this 19th day of February, 2009, before me the undersigned Notary Public, personally appeared Christian Toft, 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:

Jane T. Lehn
Notary Public
My Commission Expires Sep. 30, 2009

EXHIBIT A

1. Memorandum of Head Lease Agreement, dated as of December 16, 1997, between Tri-County Metropolitan Transportation District of Oregon, Head Lessor, and First Security Bank, N.A., Head Lessee, filed with the Board on November 20, 1998 at 11:30 a.m. under Recordation Number 21800.
2. Memorandum of Lease Agreement, dated as of December 16, 1997, between First Security Bank, N.A., Lessor, and Tri-County Metropolitan Transportation District of Oregon, Lessee, filed with the Board on November 20, 1998 at 11:30 a.m. under Recordation Number 21800-A.
3. Memorandum of Loan and Security Agreement, dated as of December 16, 1997, between First Security Bank, N.A., Trustee, and AIG Financial Products (Jersey) Limited, Lender, filed with the Board on November 20, 1998 at 11:30 a.m. under Recordation Number 21800-B.
4. Memorandum of Equipment Mortgage, dated as of December 16, 1997, between Tri-County Metropolitan Transportation District of Oregon, Head Lessor, and First Security Bank, N.A., Head Lessee, filed with the Board on November 20, 1998 at 11:30 a.m. under Recordation Number 21800-C.
5. Assignment of Equipment Mortgage, dated as of December 15, 1997, by Tri-County Metropolitan Transportation District of Oregon, Assignor, to First Security Bank, N.A., Assignee, filed with the Board on November 20, 1998 at 11:30 a.m. under Recordation Number 21800-E.
6. Memorandum of Head Lessor's Lease Mortgage, dated as of December 16, 1997, between Tri-County Metropolitan Transportation District of Oregon, Head Lessor, and First Security Bank, N.A., Head Lessee, filed with the Board on November 20, 1998 at 11:30 a.m. under Recordation Number 21800-F.
7. Memorandum of Lessor's Security Agreement, dated as of December 16, 1997, between First Security Bank, N.A., Lessor, and Tri-County Metropolitan Transportation District of Oregon, Lessee, filed with the Board on November 20, 1998 at 11:30 a.m. under Recordation Number 21800-G.

EXHIBIT B

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