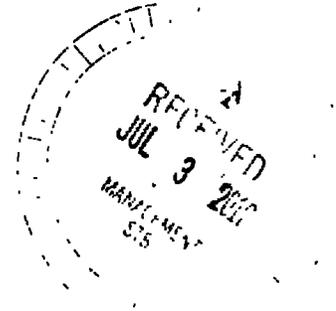


JUN 29 '12 -5 54 PM

BRYAN CAVE Bruce E. Kraft
Direct: 303.866.0345
E-mail: bkraft@bryan-cave.com

SURFACE TRANSPORTATION BOARD

June 29, 2012

Cynthia T. Brown
Chief, Section of Administration,
Office of Proceedings
Surface Transportation Board
395 F Street, S.W.
Washington, D.C. 20423-0001**Bryan Cave HRO**
1700 Lincoln Street, Suite 4100
Denver, CO 80203-4541
Phone: (303) 866-7000
Fax: (303) 866-0200
www.bryancave.com

Dear Chief Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of June 29, 2012. This document is a secondary document as defined in the Board's Rules for the Recordation of Documents and relates to a primary document with a recordation number of 20476.

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

Assignor: DB EXPORT-LEASING GMBH
Taunusanlage 12
60325 Frankfurt am Main
GermanyAssignee: DEUTSCHE BANK AG
Taunusanlage 12
60325 Frankfurt am Main
Germany

This document is an assignment. We request that it be cross-indexed under the name of the following party with continuing interest not involved in this particular assignment:

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

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

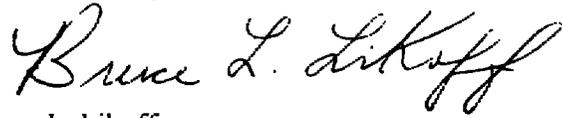
Bryan Cave LLPAtlanta
Boulder
Charlotte
Chicago
Colorado Springs
Dallas
Denver
Frankfurt
Hamburg
Hong Kong
Los Angeles
London
Los Angeles
New York
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Surface Transportation Board
June 29, 2012
Page 2

Bryan Cave HRO

Please return the original and any extra copies not needed by the Board for recordation to the undersigned.

Yours very truly,

A handwritten signature in black ink that reads "Bruce L. Likoff". The signature is written in a cursive style with a large, prominent initial "B".

Bruce L. Likoff
Enclosures

JUN 29 '12 -5 54 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum") dated as of this 29th day of June, 2012, between DB EXPORT-LEASING GMBH, a company organized and existing under the laws of Germany ("Transferor"), and DEUTSCHE BANK AG, a stock corporation organized and existing under the laws of Germany ("Transferee" and, together with Transferor, the "Parties").

RECITALS

A. Transferor, as lessor, and Regional Transport District ("Lessee"), as lessee, are parties to that certain Lease Agreement, dated December 9, 1996 (as amended by that certain Lease Supplement, dated December 20, 1996, that certain Amendment No. 1 to the Lease Agreement, dated May 21, 1997, and as further amended, supplemented, replaced or otherwise modified, the "Lease"), pursuant to which Lessee is leasing the equipment identified on Schedule 1 attached hereto (the "Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board on January 13, 1997 pursuant to 49 U.S.C. §11301(a) and assigned recordation number 20476.

B. Pursuant to a Lessor Transfer and Assumption Agreement dated as of June 29, 2012, between Transferor and Transferee (the "Transfer Agreement"). Transferor assigned to Transferee the rights and obligations of Transferor in, to and under the Lease, and Transferee assumed the rights and obligations of Transferor under the Lease.

C. The Parties wish to show for the public record the existence of the aforesaid transfer, assignment and assumption, and the respective interests therein of the Parties.

D. This Memorandum may be executed by the Parties in any number of counterparts, each of which shall be deemed an original instrument, but all of which together shall constitute one and the same instrument.

E. In the event of any conflict between the provisions of this Memorandum and the provisions of the Transfer Agreement, the provisions of the Transfer Agreement shall control.

AGREEMENT

The Parties hereby acknowledge, affirm and agree to the foregoing Recitals and agree that Transferee may, at its option and cost, file this Memorandum with the Surface Transportation Board pursuant to 49 U.S.C. §11301(a).

[Signature Page Follows]

Each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

Transferor

DB EXPORT LEASING GMBH

By:  _____

Name: Jürgen Blendel

Title: Managing Director

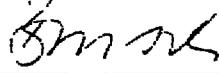
By:  _____

Name: Karlheinz Kreibich

Title: Prokurist (company officer with statutory authority to act for the company)

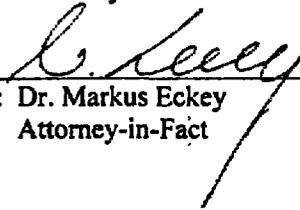
Transferee

DEUTSCHE BANK AG

By:  _____

Name: Patrick Büsch

Title: Prokurist (company officer with statutory authority to act for the company)

By:  _____

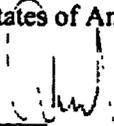
Name: Dr. Markus Eckey

Title: Attorney-in-Fact

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

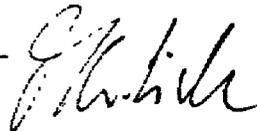
Federal Republic of Germany)
) ss:
Frankfurt)

I, Jürgen Blendel, certify that I am Managing Director 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 penalties of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 29th day of June, 2012.

_____ 

Federal Republic of Germany)
) ss:
Frankfurt)

I, Karlheinz Kreibich, certify that I am Prokurist 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 penalties of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 29th day of June, 2012.

_____ 

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE
THE EQUIPMENT

Manufacturer:	Siemens DUEWAG
Equipment	Six (6) Siemens Duewag Light Rail Vehicles SD 100
	Serial Number
1	38553
2	38554
3	38555
4	38556
5	38557
6	38558

including any engines, parts, spare parts and/or ancillary and loose equipment or devices constituting a part of the Equipment owned by the Transferor and the technical records relating thereto.