

JUN 29 '12 -5 56 PM

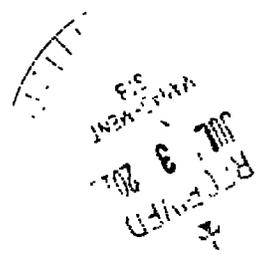


Bruce L. Likoff  
Director 303.866.0345  
bruce.likoff@bryancave.com

**SURFACE TRANSPORTATION BOARD**

June 29, 2012

Cynthia T. Brown  
Chief, Section of Administration,  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001



**Bryan Cave HRO**  
1700 Lincoln Street, Suite 4100  
Denver CO 80203-4541  
Phone (303) 861-7000  
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 and Assignment of Mortgage, 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 21801.

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

- Assignor: DB EXPORT-LEASING GMBH  
Taunusanlage 12  
60325 Frankfurt am Main  
Germany
- Assignee: 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: Tri-County Metropolitan Transport  
4012 S.E. 17<sup>th</sup> Avenue  
Portland, Oregon 97202

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

- Bryan Cave LLP**
- Atlanta
- Boulder
- Charlotte
- Chicago
- Colorado Springs
- Dallas
- Denver
- Frankfurt
- Hamburg
- Hong Kong
- Irvine
- Jefferson City
- Kansas City
- London
- Los Angeles
- New York
- Paris
- Phoenix
- San Francisco
- Shanghai
- Singapore
- St. Louis
- Washington, DC

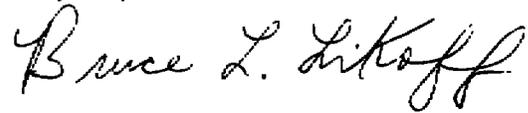
- Bryan Cave International Consulting**  
A TRADE AND CUSTOMS CONSULTING FIRM
- www.bryancaveconsulting.com
- Barqokk
- Beijing
- Jakarta
- Kuala Lumpur
- Manila
- Shanghai
- Singapore
- Tokyo

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 56 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE AND ASSIGNMENT OF MORTGAGE**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AND ASSIGNMENT OF MORTGAGE (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 Tri-County Metropolitan Transportation District of Oregon ("Lessee"), as lessee, are parties to that certain Equipment Lease Agreement, dated December 15, 1997 (as amended, supplemented, replaced or otherwise modified, the "Lease"), pursuant to which Lessee is leasing, among other equipment, the equipment identified on Schedule 1 attached hereto (the "Equipment").

B. Transferor, as mortgagor, and Lessee, as mortgagee, are parties to that certain Equipment Mortgage, entered into on December 15, 1997 (as amended, supplemented, replaced or otherwise modified, the "Mortgage"), pursuant to which a security interest in the Equipment was created in favor of Lessee. Evidence of the Mortgage has been recorded with the Surface Transportation Board on November 20, 1998 pursuant to 49 U.S.C. §11301(a) and assigned recordation number 21801-D.

C. 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 in, to and under the Mortgage, and Transferee assumed the rights and obligations of Transferor under the Lease and under the Mortgage.

D. 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.

E. 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.

F. 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).

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.

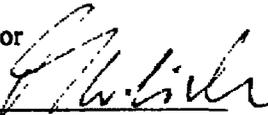
**Transferor**

**DB EXPORT LEASING GMBH**

By:  \_\_\_\_\_

Name: Jürgen Blendel

Title: Managing Director

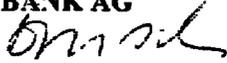
By:  \_\_\_\_\_

Name: Karlheinz Kreibich

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

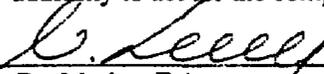
**Transferee**

**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





**SCHEDULE 1**  
**TO THE MEMORANDUM OF ASSIGNMENT OF LEASE AND ASSIGNMENT OF**  
**MORTGAGE**

**THE EQUIPMENT**

<b>Manufacturer:</b>	<b>Siemens AG</b>
<b>Model:</b>	<b>SD600, six Axle, 70 per cent. Low floor Double Articulated Vehicle</b>
<b>Number:</b>	<b>Serial Number:</b>
1.	234

including any engines, Parts, spare parts and/or ancillary and loose equipment or devices constituting a Part of the Equipment owned by the Lessor and the Technical Records relating thereto.