



Mr. Vernon A. Williams  
December 19, 1995  
Page 2

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

Ten (10) locomotives AMTK 700 through AMTK 709, inclusive

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

12/19/95

Office Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 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 12/19/95 at 12:35PM, and assigned recordation number(s). 19816- 19816-A.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100895032)

\$ 42.00 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

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 95-D) dated as of December 15, 1995, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement (Amtrak Trust 95-D) dated as of the date hereof with General Electric Capital Corporation (in such capacity, the "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Lessee"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 95-D) dated as of the date hereof (the "Lease"), and that certain Lease Supplement No. 1 (Amtrak Trust 95-D) dated as of the date hereof ("Supplement No. 1") (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not  
in its individual capacity, but solely as  
trustee, as aforesaid

by 

NATIONAL RAILROAD PASSENGER  
CORPORATION

by \_\_\_\_\_

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this 15<sup>th</sup> day of December, 1995, before me personally appeared **W. CHRIS SPONENBERG**, to me personally known, who, by me being duly sworn, says that he/she is ~~Financial Services Officer~~ **WILMINGTON TRUST COMPANY**, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

KATHLEEN A. PEDELINI  
NOTARY PUBLIC  
My Commission expires October 31, 1998

My commission expires

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this \_\_\_ day of December, 1995, before me personally appeared Brian D. Adam, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

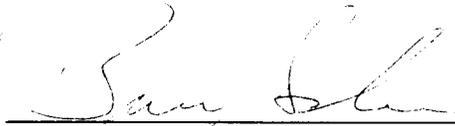
My commission expires

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not  
in its individual capacity, but solely as  
trustee, as aforesaid

by \_\_\_\_\_

NATIONAL RAILROAD PASSENGER  
CORPORATION

by  \_\_\_\_\_

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this \_\_\_\_ day of December, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 18<sup>th</sup> day of December, 1995, before me personally appeared Brian D. Adam, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

**ROBERT M. VILTER**  
Notary Public, State of New York  
No. 02VI5023698  
Qualified in New York County 96  
Commission Expires Feb. 14, 19\_\_\_\_

*Robert M. Vilter*

\_\_\_\_\_  
Notary Public

My commission expires

**SCHEDULE A**

**(AMTRAK TRUST 95-D)**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
Ten (10) General Electric AMD 110 AC Dual Mode Locomotives	700 through 709, inclusive