

*Counterpart - Ed Williams*

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SURFACE TRANSPORTATION  
BOARD

JUN 27 11 47 AM '97

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RECORDATION NO. 20740 FILED

JUN 27 '97 11-50AM

RECORDATION NO. 20740-A FILED

JUN 27 '97 11-50AM

June 27, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Amtrak Trust 97-B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of a Memorandum of Lease of Railroad Equipment (Amtrak Trust 97-B), dated June 27, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents, and a Memorandum of Trust Indenture and Security Agreement (Amtrak Trust 97-B), dated June 27, 1997, a secondary document related thereto.

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

Memorandum of Lease

Lessor: First Union National Bank  
10 Statehouse Square  
Hartford, Connecticut 06103

Lessee: National Railroad Passenger Corporation  
400 North Capitol Street, N.W.  
Washington, D.C. 20001

Mr. Vernon A. Williams  
June 27, 1997  
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Memorandum of Trust Indenture

Owner Trustee : First Union National Bank  
10 Statehouse Square  
Hartford, Connecticut 06103

Indenture Trustee : The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Lease.

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

JUN 27 '97

11-50AM

AMTRAK TRUST 97-B

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 97-B) dated June 27, 1997, between FIRST UNION NATIONAL BANK, a national banking association, not in its individual capacity, but solely as trustee under the Trust Agreement (Amtrak Trust 97-B) dated as of June 15, 1997, with BA LEASING & 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 are entering into that certain Lease of Railroad Equipment (Amtrak Trust 97-B) dated as of June 15, 1997 and Lease Supplements thereto (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule A hereto and in the Lease Supplements, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor; 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.

FIRST UNION NATIONAL BANK, not in its individual capacity, but solely as trustee, as aforesaid

By:   
Name: W. JEFFREY KRAMER  
Title: VICE PRESIDENT

NATIONAL RAILROAD PASSENGER CORPORATION

By: \_\_\_\_\_  
Name: Brian D. Adam  
Title: Treasurer

STATE OF CONNECTICUT )  
 ) ss.: Hartford  
COUNTY OF HARTFORD )

On this 23 day of June, 1997, before me personally appeared W. Jeffrey Kramer, to me personally known, who, by me being duly sworn, says that he/she is Vice President of FIRST UNION NATIONAL BANK, and that the foregoing instrument was signed on behalf of said national banking association 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.

**LAURA P. HAYES**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAY 31, 1999

Laurel Hays  
Notary Public

My commission expires

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this \_\_\_ day of \_\_\_\_\_, 1997, 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.

FIRST UNION NATIONAL BANK, not in its individual capacity, but solely as trustee, as aforesaid

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

NATIONAL RAILROAD PASSENGER CORPORATION

By:  \_\_\_\_\_  
Name: Brian D. Adam  
Title: Treasurer

STATE OF CONNECTICUT )  
 ) ss.:  
COUNTY OF HARTFORD )

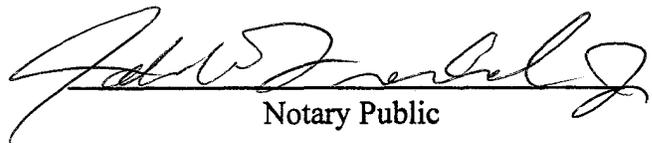
On this \_\_\_\_ day of \_\_\_\_\_, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of FIRST UNION NATIONAL BANK, and that the foregoing instrument was signed on behalf of said national banking association by authority 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

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this 24<sup>th</sup> day of JUNE, 1997, 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 1-1-2000

**Schedule A to  
Memorandum of Lease**

**(AMTRAK TRUST 97-B)**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>	<b><u>General Electric Serial Numbers</u></b>
Twenty-two (22) General Electric Model AMD-103 Genesis Series I Single Mode Diesel Locomotives	99 through 120, inclusive	49951 through 49972, inclusive