

RECORDATION NO. 21124 FILED ←

DEC 31 '97

10-20AM

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RECORDATION NO. 21124-A, B FILED

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RECEIVED
SURFACE TRANSPORTATION
BOARD

December 30, 1997

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

Re: Amtrak Trust 97-D

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment (Amtrak Trust 97-D), dated as of December 30, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents, and the following secondary documents related thereto: a Trust Indenture and Security Agreement (Amtrak Trust 97-D), dated as of December 1, 1997, and Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 97-D), dated December 30, 1997.

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

Memorandum of Lease of Railroad Equipment

Lessor: State Street Bank and Trust Company
of Connecticut, National Association
225 Asylum Street

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

Counterparts -

Mr. Vernon A. Williams
December 30, 1997
Page 2

Trust Indenture and Security Agreement
Trust Agreement and Indenture Supplement No. 1

Owner Trustee: State Street Bank and Trust Company
of Connecticut, National Association
225 Asylum Street
Hartford, Connecticut 06103
Hartford, Connecticut 06103

Indenture Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21202

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

Fifty (50) railcars bearing AMTK reporting marks and road numbers
~~23004~~ through ~~23050~~, inclusive
62000 62049

Also enclosed is a check in the amount of \$72.00 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

DEC 31 '97

10-20 AM AMTRAK TRUST 97-D

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 97-D) dated December 30, 1997, between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as trustee under the Trust Agreement (Amtrak Trust 97-D) dated as of December 1, 1997, 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 97-D) dated as of December 1, 1997 (the "*Lease*") and that certain Lease Supplement No. 1 (Amtrak Trust 97-D) dated December 30, 1997 ("*Lease Supplement No. 1*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified 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; 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.

AMTRAK TRUST 97-D

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.

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as trustee, as aforesaid

By: Susan T. Kelly
Name: SUSAN T. KELLY
Title: President

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: _____
Title: _____

AMTRAK TRUST 97-D

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.

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as trustee, as aforesaid

By: _____
Name: _____
Title: _____

NATIONAL RAILROAD PASSENGER
CORPORATION

By: 
Name: Brian D. Helam
Title: Treasurer

AMTRAK TRUST 97-D

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

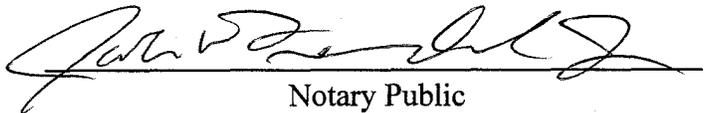
On this ____ day of December, 1997, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said national 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 association.

Notary Public

My commission expires

DISTRICT OF COLUMBIA)
) ss.:
)

On this 22nd day of December, 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

AMTRAK TRUST 97-D

Schedule A to
Memorandum of Lease

(AMTRAK TRUST 97-D)

DESCRIPTION OF UNITS

| <u>Description</u> | <u>Amtrak Equipment Numbers</u> | <u>Amerail Equipment Numbers</u> |
|---|---|---|
| FIFTY (50) AMERAIL VIEWLINER PASSENGER CARS | AMTK 62000 through AMTK 62049, inclusive | 23001 through 23050, inclusive |