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March 29, 1999

**BY COURIER**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Suite 704  
Washington, DC 20432-0001

RECORDATION NO. *22086-A* FILED

MAR 29 '99 4-10PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one original and three certified true copies of a Memorandum of Lease Purchase Agreement, dated as of February 22, 1999, a primary document as defined in the Board's Regulations for the recordation of documents, and an original and three certified true copies of a Memorandum of Amendment No. 1 to Lease Purchase Agreement, a secondary document as defined in the Board's Regulations for the recordation of documents.

The names and addresses of the parties to the documents are as follows:

Vendor/Lessor:

Renfe Talgo of America, Inc.  
100 South King Street  
Suite 320  
Seattle, Washington 98104

Vendee/Lessee:

National Railroad Passenger Corporation ("Amtrak")  
60 Massachusetts Avenue, N.W.  
Washington, DC 20002

*\* Not Admitted in the District of Columbia*

*Bratislava . Brussels . Budapest . Cleveland . Columbus . Jacksonville . Kazir . London  
Miami . Moscow . New York . Phoenix . Prague*

Mr. Vernon A. Williams  
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A short summary of each document to appear in the index follows:

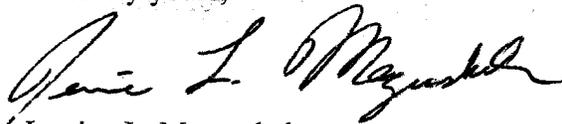
Memorandum of Lease Purchase Agreement between Renfe Talgo of America, Inc. and National Railroad Passenger Corporation ("Amtrak") dated February 22, 1999 and covering certain railroad rolling stock, more fully described in Exhibit A attached hereto.

Memorandum of Amendment No. 1 to Lease Purchase Agreements between Renfe Talgo of America, Inc. and National Railroad Passenger Corporation ("Amtrak") dated February 22, 1999 and covering certain railroad rolling stock, more fully described in Exhibit A attached hereto.

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto. Also enclosed is a check covering the required recordation fee of \$52.00.

Kindly return stamped copies of the enclosed documents to the undersigned. Thank you for your prompt attention to this matter. Please call me at (202) 626-6831 if you have any questions.

Sincerely yours,



Jeanine L. Magurshak

Enclosure

MAR 29 '99

4-10PM

**MEMORANDUM OF AMENDMENT NO. 1 TO  
LEASE PURCHASE AGREEMENT**

This MEMORANDUM OF AMENDMENT NO. 1 TO LEASE PURCHASE AGREEMENT is dated February 22, 1999 and is intended to evidence that a certain Amendment No.1 to the Contract for Lease and Purchase of Intercity Passenger Trainsets dated July 31, 1996 was entered into between Renfe Talgo of America, Inc. ("Renfe-Talgo"), a Delaware corporation, and the NATIONAL RAILROAD PASSENGER CORPORATION ("Amtrak"), a corporation organized under 49 U.S.C §24101 et seq. and the laws of the District of Columbia, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Title 49 U.S.C. Section 11301.

**WITNESSETH:**

The undersigned have entered into the certain Contract for Lease and Purchase of Intercity Passenger Trainsets, dated as of July 31, 1996 (the "Lease Purchase Agreement"), whereby inter alia Amtrak has agreed to buy and RenfeTalgo has agreed to sell certain railroad rolling stock, more fully described in Exhibit A attached hereto, subject to the terms and conditions defined in the said Lease Purchase Agreement. The undersigned have also entered into an Amendment No. 1 to the Lease Purchase Agreement, dated as of February 22, 1999, whereby Amtrak has granted a security interest unto Renfe Talgo in Amtrak's right, title or interest in and to the railroad rolling stock, more fully described in Exhibit A attached hereto, pursuant to the terms of the said Amendment No. 1, to secure the payment to Renfe Talgo of certain sums in connection with said Lease Purchase Agreement as amended.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective representatives duly authorized as of the date and year first above written.

Renfe Talgo of America, Inc.

By: J.P. Ruiz

Name: Jean-Pierre Ruiz  
Title: C.O.O.

National Railroad Passenger Corporation

By: Ronald Scolaro

Name: Ronald Scolaro  
Title: Vice President - Operations

**Exhibit A**  
**To Memorandum of Lease Purchase Agreement and Memorandum of**  
**Amendment No. 1 to Lease Purchase Agreement**

	<b>AMTRAK ROAD NUMBER:</b>	<b>DESCRIPTION:</b>
1.	7100	Baggage Car
2.	7900	Power Car
3.	7300	Bistro Car
4.	7800	Diner Car
5.	7404	Coach
6.	7403	Coach
7.	7402	Coach
8.	7401	Coach
9.	7400	Coach
10.	7500	Accessible Coach
11.	7450	Custom Class Coach
12.	7550	Custom Class Accessible Coach
13.	7304	Spare Bistro Car
14.	7520	Spare Coach Car
15.	7521	Spare Coach Car

STATE OF )  
 ) S.S.  
COUNTY OF )

On this, the 19 day of March, 1999, before me, a Notary Public in and for said county and State, personally appeared Jean-Pierre Ruit, who being by me duly sworn says that (s)he is the C.O.O. of the Renfe Talgo of America, Inc., that the forgoing instrument was signed as of February 22, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand an official seal on the date above mentioned.



Rhonda Ayala

Name:

Notary Public

My Commission expires: 03-03-02

Residing in Seattle

District of Columbia )  
                                  ) S.S.  
                                  )

On this, the 25th day of March, 1999, before me, a Notary Public in and for the District of Columbia, personally appeared Ronald Scolaro, who being by me duly sworn says that (s)he is the Vice President - Operations of the National Railroad Passenger Corporation, that the forgoing instrument was signed as of February 22, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand an official seal on the date above mentioned.



Anita L. Martin  
Name: Anita L. Martin  
Notary Public  
My Commission expires: April 14, 2002  
Residing in 60 Mass Ave NE Wash DC 20002