

RECORDATION NO. 21295 FILED

MAR 27 '98

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ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973  
(202) 393-2266  
FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 21295-A FILED

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Part.*  
*Counterparts-*

March 27, 1998

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

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 98-A), dated March 27, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Memorandum of Trust Indenture and Security Agreement (Amtrak Trust 98-A), dated March 27, 1998, 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  
10 G Street, NE  
Washington, D.C. 20002

Mr. Vernon A. Williams  
March 27, 1998  
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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 hereto.

Also enclosed is a check in the amount of \$52.00 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

MAR 27 '98

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MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 98-A) dated March 27, 1998, between FIRST UNION NATIONAL BANK, not in its individual capacity, but solely as trustee under the Trust Agreement (Amtrak Trust 98-A) dated as of March 15, 1998, with NATIONSBANK, NATIONAL ASSOCIATION (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).

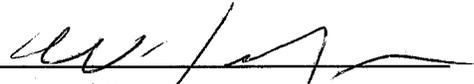
WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 98-A) dated as of March 15, 1998 (the "*Lease*"), and that certain Lease Supplement No. 1 (Amtrak Trust 98-A) dated the date hereof ("*Supplement No. 1*") (the terms of each of which are incorporated 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.

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

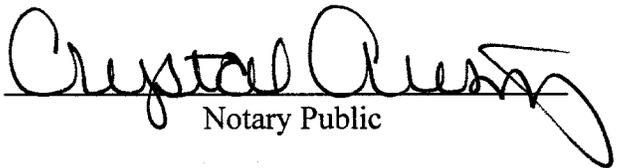
By:   
Name: **JEFFREY KRAMER**  
Title: **VICE PRESIDENT**

NATIONAL RAILROAD PASSENGER CORPORATION

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

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

On this 24<sup>th</sup> day of March, 1998, before me personally appeared 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.

  
Notary Public

My commission expires My Commission Exp. Feb. 28, 2002

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this \_\_\_ day of March, 1998, 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

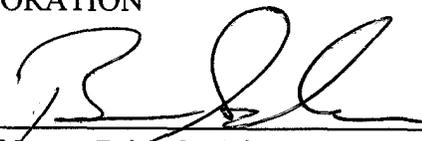
My commission expires

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 )

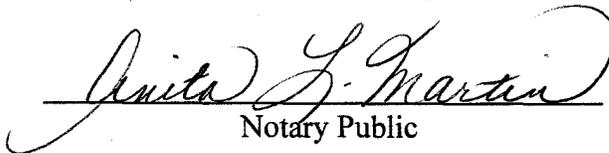
On this \_\_\_\_ day of March, 1998, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of FIRST UNION NATIONAL BANK, and that the foregoing instrument was signed on behalf of said national banking association by authority of 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 2nd day of March, 1998, 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 4/14/2002

**AMTRAK TRUST 98-A**

**Schedule A to  
Memorandum of Lease**

**(AMTRAK TRUST 98-A)**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>	<b><u>General Electric Serial Numbers</u></b>
Eight (8) General Electric AMD-110 AC Dual-Mode Locomotives	710 through 717, inclusive	50190 through 50197, inclusive