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

August 11, 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-B), dated August 11, 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-B), dated August 11, 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

RECORDATION NO. 21576 FILED

AUG 11 '98

4-35 PM

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

RECORDATION NO. 21576-A FILED

AUG 11 '98

4-35 PM

Counter parts - J.A.H.

Mr. Vernon A. Williams
August 11, 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:

two (2) EMD locomotives AMTK 450 and AMTK 451

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

AMTRAK TRUST 98-B

RECORDATION NO. 21576 FILED

AUG 11 '98

4-35 PM

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 98-B) dated August 11, 1998, between FIRST UNION NATIONAL BANK, a national banking association, not in its individual capacity, but solely as trustee under the Trust Agreement (Amtrak Trust 98-B) dated as of July 15, 1998, with GENERAL MOTORS ACCEPTANCE CORPORATION, a Delaware 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 98-B) dated as of July 15, 1998 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 98-B) dated August 11, 1998 ("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;

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: W. JEFFREY KRAMER
Title: VICE PRESIDENT

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____
Name: Brian D. Adam
Title: Treasurer

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: Alfred S. Altschul
Name: Alfred S. Altschul
Title: Vice President - Finance and Chief Financial Officer

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

On this 20th day of July, 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 association.

Crystal Aquino
Notary Public

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

DISTRICT OF COLUMBIA)
) ss.:
)

On this ___ day of _____, 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

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

On this ____ day of _____, 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 association.

Notary Public

My commission expires

DISTRICT OF COLUMBIA)
) ss.:
)

On this 7th day of August, 1998, before me personally Alfred S. Altschul, to me personally known, who, by me being duly sworn, says that he is the Vice President - Finance and Chief Financial Officer 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: 7/14/2002

(AMTRAK TRUST 98-B)

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>	<u>General Motors Serial Numbers</u>
Two (2) GENERAL MOTORS EMD F59PHI DIESEL LOCOMOTIVES	450 and 451	966722-1 and 966722-2