

*Counterpart - Williams*

*Primary* ✓  
21679

RECORDATION NO. 21679 FILED

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

SEP 29 '98 2-50PM

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

20006-2973

OF COUNSEL  
URBAN A. LESTER

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

RECORDATION NO. 21679-A FILED

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

September 29, 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-C), dated September 29, 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-C), dated September 29, 1998, a secondary document related thereto.

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

*Primary* → 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  
September 29, 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

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 98-C) dated September 29, 1998, between FIRST UNION NATIONAL BANK, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust 98-C) dated as of September 15, 1998, 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).

SEP 29 '98

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WHEREAS, Lessor and Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 98-C) dated as of September 15, 1998 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 98-C) dated September 29, 1998 ("*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.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of 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 Owner Trustee, as aforesaid

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

W. JEFFREY KRAMER V.P.

NATIONAL RAILROAD PASSENGER CORPORATION

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

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

On this 22 day of September, 1998, before me personally appeared W. Jeffrey Kami, 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.

  
\_\_\_\_\_  
Notary Public

KATHERINE A. HALLER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES SEP. 30, 2002

My commission expires

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this \_\_\_\_\_ day of September, 1998, before me personally appeared 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

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of 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 Owner Trustee, as aforesaid

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

NATIONAL RAILROAD PASSENGER CORPORATION

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

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

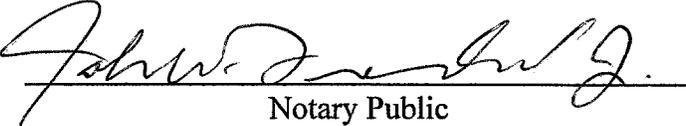
On this \_\_\_\_ day of September, 1998, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of FIRST UNION NATIONAL BANK, and that the foregoing instrument was signed on behalf of said national banking association by authority 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 24<sup>th</sup> day of September, 1998, before me personally appeared 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 1-1-2000

(AMTRAK TRUST 98-C)

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>	<u>Bombardier Equipment Numbers</u>
NINE (9) SUPERLINER II SLEEPER CARS	AMTK 32110 through AMTK 32118, inclusive	V080, V084, V085, V087, V089, V091, V093, V095, V097
FIVE (5) SUPERLINER II DELUXE SLEEPER CARS	AMTK 32501 through AMTK 32505, inclusive	V099, V101, V103, V105, V107
THIRTY-FIVE (35) SUPERLINER II TRANSITION DORM CARS	AMTK 39012 through AMTK 39046, inclusive	V161 through V195, inclusive
TEN (10) SUPERLINER II DINER CARS	AMTK 38059 through AMTK 38068, inclusive	V151 through V160, inclusive
FIFTEEN (15) SUPERLINER II LOUNGE CARS	AMTK 33035 through AMTK 33049, inclusive	V090, V092, V094, V096, V098, V141 through V150, inclusive
THIRTY-EIGHT (38) SUPERLINER II COACH CARS	AMTK 34102 through AMTK 34139, inclusive	V082, V100, V102, V104, V106, V108 through V140, inclusive