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

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 20286
FILED 1425
SEP 30 1996 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 20286 - A
FILED 1425
SEP 30 1996 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

SEP 30 1 52 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

September 30, 1996

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, dated September 30, 1996, 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, dated September 30, 1996, a secondary document related thereto.

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

Memorandum of Lease

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

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

Mr. Vernon A. Williams
September 30, 1996
Page 2

Memorandum of Trust Indenture

Owner · Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

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 \$44 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 96-A

**Schedule A to
Memorandum of Lease**

(AMTRAK TRUST 96-A)

Description

Amtrak Equipment Numbers

**Fourteen (14) General Electric P42-DC
Single Mode Diesel Locomotives**

1 through 14, inclusive

AMTRAK TRUST 96-A

20236

SEP 30 1996 - 1 55 PM

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 96-A) dated September 30, 1996, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement (Amtrak Trust 96-A) dated as of the date hereof 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 96-A) dated as of September 15, 1996 (the "Lease"), and that certain Lease Supplement No. 1 (Amtrak Trust 96-A) dated as of 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.

New No. -

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.

WILMINGTON TRUST COMPANY, not
in its individual capacity, but solely as
trustee, as aforesaid

By:  _____

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

AMTRAK TRUST 96-A

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.

WILMINGTON TRUST COMPANY, not
in its individual capacity, but solely as
trustee, as aforesaid

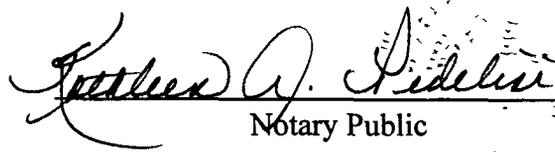
By: _____

NATIONAL RAILROAD PASSENGER
CORPORATION

By:  _____

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 19th day of September, 1996, before me personally appeared **W. CHRIS SPONENBERG**, to me personally known, who, by me being duly sworn, says that he/she is **Senior Financial Services Officer** of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation 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

KATHLEEN A. PEDELINI
NOTARY PUBLIC
My Commission expires October 31, 1998

My commission expires

DISTRICT OF COLUMBIA)
) ss.:
)

On this ___ day of September, 1996, 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 NEW YORK)
 : ss.
COUNTY OF NEW YORK)

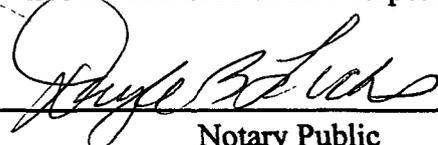
On this ____ day of September, 1996, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of 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

STATE OF NEW YORK)
 : ss.
COUNTY OF NEW YORK)

On this 27 day of September, 1996, 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

DAYLE B. LICHT
NOTARY PUBLIC, State of New York
No. 01-4635399
Qualified in Queens County
Commission Expires May 31, 1998

My commission expires 5/31/98

SENT BY:

9-30-96 12:51PM ;

TMJB NY-

2023932156;#10

AMTRAK TRUST 96-A

Schedule A to
Memorandum of Lease

(AMTRAK TRUST 96-A)

Description

Amtrak Equipment Numbers

Fourteen (14) General Electric P42-DC
Single Mode Diesel Locomotives

1 through 14, inclusive