

RECORDATION NO. 20286, B, C  
DEC 23 1996 3 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N W  
SUITE 200  
WASHINGTON, D C  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

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

DEC 23 3 15 PM '96  
OF COUNSEL  
URBAN A. LESTER

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Counterparts - E. C. Alvord*

December 23, 1996

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

Re: (Amtrak 96-A)

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 Supplement of Railroad Equipment, dated December 23, 1996, and two (2) copies of a Memorandum of Trust Agreement and Indenture Supplement, dated December 23, 1996, both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Memorandum of Lease previously filed with the Board under Recordation Number 20286.

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

Memorandum of Lease Supplement

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  
December 23, 1996  
Page 2

Memorandum of Trust Indenture Supplement

Owner Trustee:           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)

Description

Amtrak Equipment Numbers

Thirteen (13) General Electric P42-DC  
Single Mode Diesel Locomotives

35 through 47, inclusive

RECORDATION NO 20286-B FILED 11/25  
DEC 23 1996 -3 20 PM

AMTRAK TRUST 96-A

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST 96-A) dated December 23, 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 September 15, 1996 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 September 30, 1996 ("Supplement No. 1") covering the railroad equipment described in Supplement No. 1;

WHEREAS, a Memorandum of Lease of Railroad Equipment with respect to the equipment described in Supplement No. 1 was filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on September 30, 1996 at 1:55 p.m. and assigned Recordation Number 20286, and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act (formerly §90 of the Railway Act of Canada) on September 30, 1996 at 3:48 p.m.;

WHEREAS, the Lessor and the Lessee are entering into that certain Lease Supplement No. 2 (Amtrak Trust 96-A) dated the date hereof ("Supplement No. 2") (the terms of which are incorporated herein by reference), supplementing the aforesaid Lease to include 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, Supplement No. 2 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.

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:   
Name: W. Chris Sponenberg  
Title: Senior Financial Services Officer

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

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

On this 17th day of December, 1996, before me personally appeared W. Chris Sponenberg, to me personally known, who, by me being duly sworn, says that he/she is Sr. Fin. Svcs. 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.

*Paula M. Sulecki*  
\_\_\_\_\_  
Notary Public

**PAULA M. SULECKI**  
**NOTARY PUBLIC**  
**My commission expires April 25, 1998**

My commission expires

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this \_\_\_ day of December, 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

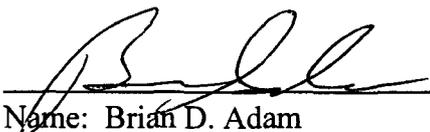
AMTRAK TRUST 96-A

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:   
Name: Brian D. Adam  
Title: Treasurer

AMTRAK TRUST 96-A

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

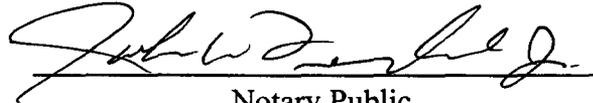
On this \_\_\_\_ day of December, 1996, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of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

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this 18<sup>th</sup> day of December, 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 1-1-2000

**AMTRAK TRUST 96-A**

Schedule A to  
Memorandum of Lease

**(AMTRAK TRUST 96-A)**

**Description**

**Amtrak Equipment Numbers**

Thirteen (13) General Electric P42-DC  
Single Mode Diesel Locomotives

35 through 47, inclusive

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

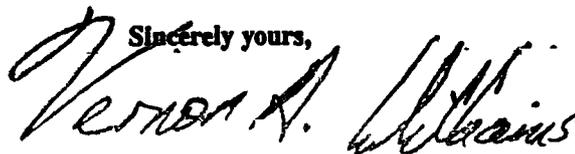
12/23/96

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW, Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/23/96 at 3:20PM, and assigned recordation number(s). 20286-B, 20286-C and 20262-B.

Sincerely yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$66.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

