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BOARD

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MAR 27 1 42 PM '97

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

OF COUNSEL  
URBAN A. LESTER

March 27, 1997

RECORDATION No. 20286, D, E

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

Re. Amtrak Trust 96-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of a Memorandum of Lease Supplement of Railroad Equipment (Amtrak Trust 96-A), and a Memorandum of Trust Agreement and Indenture Supplement (Amtrak Trust 96-A), both dated March 27, 1997 and both being secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed documents relate to the Lease of Railroad Equipment 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

*Counters parts - Ed M Lester*



SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

3/27/97

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 3/27/97 at 1:41PM, and 1:42PM assigned recordation number(s). 20602, 20602-A, 20286-D and 20286-E.

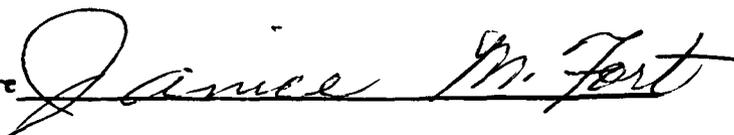
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 96.00 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



MAR 27

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MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST 96-A) dated March 27, 1997, 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"), 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, and that certain Lease Supplement No. 2 (Amtrak Trust 96-A) dated December 23, 1996 ("*Supplement No 2*") covering the railroad equipment described in Supplement No. 2;

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, a Memorandum of Lease Supplement of Railroad Equipment with respect to the equipment described in Supplement No. 2 was filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on December 23, 1996 at 3:20 p.m. and assigned Recordation Number 20286-B, 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 December 23, 1996 at 3:29 p.m.;

WHEREAS, the Lessor and the Lessee are entering into that certain Lease Supplement No. 3 (Amtrak Trust 96-A) dated the date hereof ("*Supplement No 3*") (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;

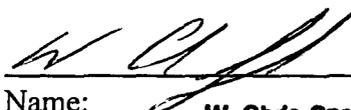
WHEREAS, Supplement No. 3 shall be effective as of the Closing Date (as defined in the Lease); and

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

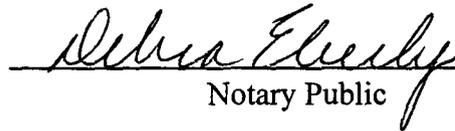
By:   
Name: **W Chris Sponenberg**  
Title: **Senior Financial Services Officer**

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

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

On this 21st day of March, 1997, 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

My commission expires

DEBRA EBERLY  
NOTARY PUBLIC  
My Commission expires December 13, 1998

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this \_\_\_\_ day of March, 1997, 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

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

On this \_\_\_\_ day of March, 1997, 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 24 day of March, 1997, 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.

*Elio E. Grandi*  
\_\_\_\_\_  
Notary Public



My commission expires

ELIO E. GRANDI  
NOTARY PUBLIC, D.C.  
MY COMMISSION EXPIRES  
NOVEMBER 14, 1999

**AMTRAK TRUST 96-A**

Schedule A to  
Memorandum of Lease

(AMTRAK TRUST 96-A)

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
Seven (7) General Electric P42-DC Single Mode Diesel Locomotives	73 through 79, inclusive