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SURFACE TRANSPORTATION  
BOARD

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

JUN 26 1 21 PM '97

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

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 20286 FILED F, G

JUN 26 '97

1-25 PM

June 26, 1997

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 June 26, 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

*Countersigned - Urban A. Lester*

Mr. Vernon A. Williams  
June 26, 1997  
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 to the Lease Supplement

Also enclosed is a check in the amount of \$48.00 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

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

OFFICE OF THE SECRETARY

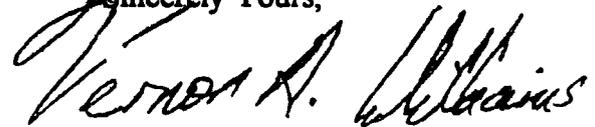
Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC, 20006-2973

DATE: 6/26/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 6/26/97 at 1:25PM, and  
assigned recordation number(s) 20286-F and 20286-G.

Sincerely Yours,

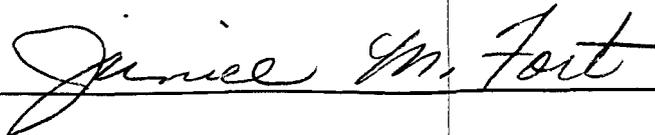


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 48.00 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.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



JUN 26 '97

1-25 PM

AMTRAK TRUST 96-A

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST 96-A) dated June 26, 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, 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, and that certain Lease Supplement No. 3 (Amtrak Trust 96-A) dated March 27, 1997 ("*Supplement No. 3*") covering the railroad equipment described in Supplement No. 3;

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, a Memorandum of Lease Supplement of Railroad Equipment with respect to the equipment described in Supplement No. 3 was filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on March 27, 1997 at 1:42 p.m. and assigned Recordation Number 20286-D 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 March 27, 1997 at 1:47 p.m.;

**AMTRAK TRUST 96-A**

WHEREAS, the Lessor and the Lessee are entering into that certain Lease Supplement No. 4 (Amtrak Trust 96-A) dated the date hereof ("*Supplement No. 4*") (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. 4 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

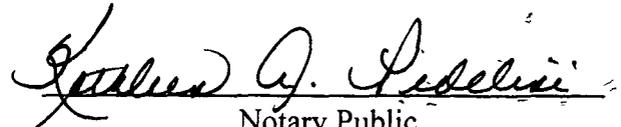
By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
**W. Chris Sponenberg**  
**Senior Financial Services Officer**

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

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

On this 23<sup>rd</sup> day of June, 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 Office~~ 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 June, 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

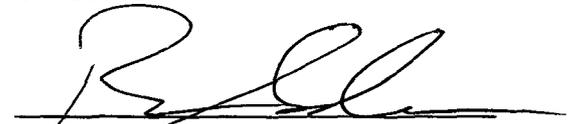
**AMTRAK TRUST 96-A**

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 )

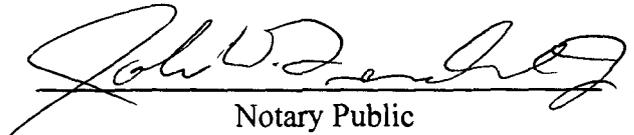
On this \_\_\_\_ day of June, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its 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<sup>th</sup> day of June, 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 1-1-2000

**AMTRAK TRUST 96-A**

Schedule A to  
Memorandum of Lease

(AMTRAK TRUST 96-A)

Description

Amtrak Equipment Numbers

Nineteen (19) General Electric P42-DC  
Single Mode Diesel Locomotives

80 through 98, inclusive