

RECORDATION NO. 20418 FILED 1996

DEC 23 1996 - 3 25 PM

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

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 20418-A FILED 1996

DEC 23 1996 - 3 25 PM

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

December 23, 1996

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

Re. Amtrak 96-B

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 December 23, 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 December 23, 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

*Counterparts - E. Alvord*

Mr Vernon A Williams  
December 23, 1996  
Page 2

Memorandum of Trust Indenture

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-B)

Description

Amtrak Equipment Numbers

Twenty (20) General Electric P42-DC  
Single Mode Diesel Locomotives

15 through 34, inclusive

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

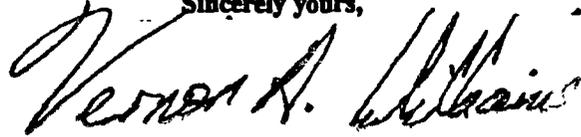
12/23/96

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., 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 3:25PM, and assigned recordation number(s). 20418, 20418-A, 20262-C.

Sincerely yours,

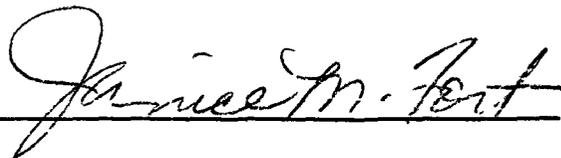


Vernon A. Williams  
Secretary

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



204/18  
DEC 24 1996 3 25 PM

AMTRAK TRUST 96-B

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 96-B) 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-B) dated as of December 15, 1996 with NORLEASE, INC. (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-B) dated December 15, 1996 (the "Lease"), and that certain Lease Supplement No. 1 (Amtrak Trust 96-B) 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.

AMTRAK TRUST 96-B

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

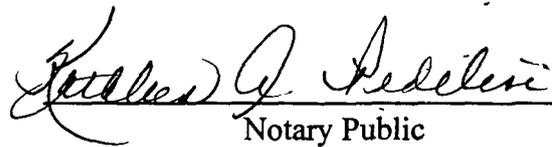
By:   
Name: W. Chris Sponenberg  
Title: Senior Financial Services Officer

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. Finc. Servs. Off. 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 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-B

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 )

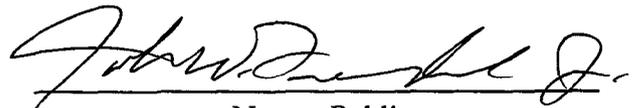
On this \_\_\_\_ day of December, 1996, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of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

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
Twenty (20) General Electric P42-DC Single Mode Diesel Locomotives	15 through 34, inclusive