

Counterparts - Elsworth C. Alvord

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAR 27 1 42 PM '97

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

OF COUNSEL
URBAN A. LESTER

RECORDATION No. 20602

March 27, 1997

RECORDATION No. 20602-A

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

Re Amtrak Trust 97-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 of Railroad Equipment (Amtrak Trust 97-A), dated March 27, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents, and a Memorandum of Trust Indenture and Security Agreement (Amtrak Trust 97-A), dated March 27, 1997, 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

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

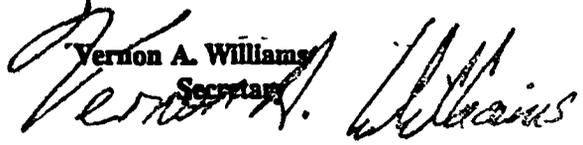
3/27/97

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 14:41PM, and 1:42PM assigned recordation number(s). 20602, 20602-A, 20286-D and 20286-E.

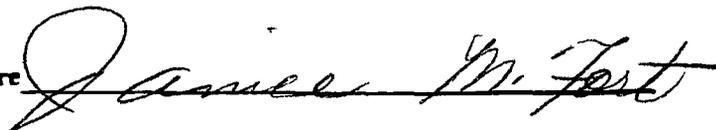
Sincerely yours,

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

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 97-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 97-A) dated as of March 15, 1997 with U.S. LEASING & FINANCIAL (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).

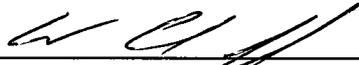
WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 97-A) dated March 15, 1997 (the "Lease"), and that certain Lease Supplement No. 1 (Amtrak Trust 97-A) dated as of the date hereof ("*Supplement No 1*") (the terms of each of which are incorporated 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.

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 Sr. Finc'l Servcs. 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.

Paula M. Sulecki
Notary Public

PAULA M. SULECKI
NOTARY PUBLIC

My commission expires _____ My commission expires April 25, 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

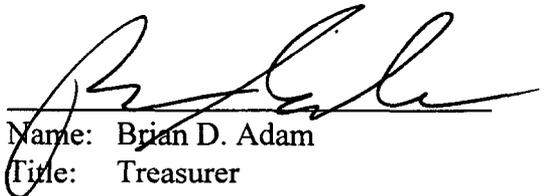
My commission expires _____

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)

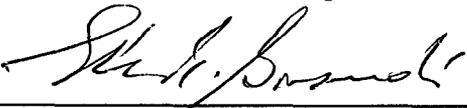
On this ____ day of March, 1997, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, 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.



Notary Public

My commission expires

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

(AMTRAK TRUST 97-A)

Description

Amtrak Equipment Numbers

Twenty-Five (25) General Electric P42-
DC Single Mode Diesel Locomotives

48 through 72, inclusive