

RECORDATION NO. 23167 FILED

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OCT 18 '00 2-38 PM  
TS  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

October 16, 2000

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease of Railroad Equipment, dated October 18, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	First Security Bank, National Association 79 South Main Street Salt Lake City, Utah 84111
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

Four (4) AEM-7 locomotives AMTK 901, AMTK 916, AMTK 918 and AMTK 924

Mr. Vernon A. Williams  
October 16, 2000  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease of Railroad Equipment, between First Security Bank, Lessor, and National Railroad Passenger Corporation, Lessee, covering four (4) AEM-7 locomotives, AMTK 901, AMTK 916, AMTK 918 and AMTK 924.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 99-A) dated October 18, 2000, between FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity but solely as owner trustee (the "*Owner Trustee*") (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 Lessee entered into that certain Lease of Railroad Equipment (Amtrak Trust 99-A) dated as of July 14, 1999 and Lease Supplement No. 1 thereto (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule I hereto and in the Lease Supplement No. 1, and all additions and alterations thereof, replacements thereof and substitutions therefor; 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.

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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 Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK NATIONAL  
ASSOCIATION, not in its individual  
capacity, but solely as Owner Trustee

By:   
Name: **C. Scott Nielsen**  
Title: **Vice President**

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: \_\_\_\_\_  
Name: Carol J. Dillon  
Title: Treasurer

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 Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK NATIONAL  
ASSOCIATION, not in its individual  
capacity, but solely as Owner Trustee

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

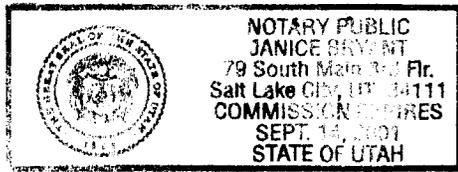
By:   
Name: Carol J. Dillon  
Title: Treasurer

STATE OF UTAH )  
 ) ss.:  
COUNTY OF SALT LAKE )

*C. Scott Nielsen*

On this 18 day of October, 2000, before me personally appeared ~~Val T. Orton~~, to me personally known, who, being by me duly sworn, says that he is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

*Janice Bryant*  
Notary Public



My Commission Expires: \_\_\_\_\_

DISTRICT OF COLUMBIA     )  
  ) ss  
  )

On this 16 day of October \_\_, 2000, before me personally appeared Carol J. Dillon, to me personally known, who being by me duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 2/14/05

SCHEDULE I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 99-A

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
Rebuilt AEM-7 Locomotive	916
Rebuilt AEM-7 Locomotive	924
Rebuilt AEM-7 Locomotive	918
Rebuilt AEM-7 Locomotive	901