

RECORDATION NO. 23137-B FILED

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DEC 19 '00 12-26 PM
TS
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 19, 2000

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

Re: Amtrak Trust 2000-SD-A

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 Supplement No. 2 (Amtrak 2000 SD-A) dated December 19, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 23137.

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

Lessor : Amtrak Trust 2000-SD-A
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19801

Lessee: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

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

Ten (10) railcars within the series AMTK 6304 - 6905, not inclusive.

Mr. Vernon A. Williams
December 19, 2000
Page Two

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

Memorandum of Lease of Railroad Equipment Supplement No.2
(Amtrak Trust 2000-SD-A) dated as of December 19, 2000, between
Amtrak 2000-SD-A Trust, Lessor and National Railroad Passenger
Corporation, Lessee, as to ten (10) railcars within the series AMTK
6304 - 6905, not inclusive.

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 and cross indexing
fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

AMTRAK TRUST 2000-SD-A

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT SUPPLEMENT NO. 2 (AMTRAK TRUST 2000-SD-A) dated December 19, 2000, between AMTRAK TRUST 2000-SD-A TRUST, a Delaware business trust (the "Trust") (the "Lessor"), all of the activities of which shall be conducted by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee for the Trust (the "Owner Trustee"), 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"), supplementing that certain Memorandum of Lease, dated September 29, 2000, between Lessor and Lessee. Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

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 29, 2000 at 4:18 p.m. and assigned Recordation Number 23137, 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 29, 2000 at 2:14 p.m.;

WHEREAS, the Lessor and Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 2000-SD-A) dated as of September 15, 2000 (the "Lease") as supplemented by that certain Lease Supplement (Amtrak Trust 2000-SD-A) dated September 29, 2000 ("Supplement No. 1") and that certain Lease Supplement No. 2 (Amtrak Trust 2000-SD-A) dated December 19, 2000 ("Supplement No. 2") 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. 2, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS, the Lease and Supplement No. 2 shall be effective as of the Closing Date (as defined in the Lease) with respect to such railroad equipment; 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.

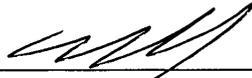
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AMTRAK TRUST 2000-SD-A

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

AMTRAK 2000-SD-A TRUST

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner
Trustee

By: 
Name: ~~W. CHRIS SPONENBERG~~
Title: ~~ASSISTANT VICE PRESIDENT~~

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____
Name: _____
Title: _____

AMTRAK TRUST 2000-SD-A

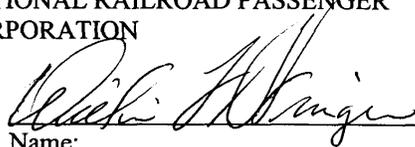
IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

AMTRAK 2000-SD-A TRUST

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____
Name: _____
Title: _____

NATIONAL RAILROAD PASSENGER CORPORATION

By: 
Name: _____
Title: _____

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

On this 8th day of December, 2000, before me personally appeared _____ **W. CHRIS SPONENBERG**, to me personally known, who being by me duly sworn, says that he/she is the **Assistant Vice President** of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK 2000-SD-A TRUST by authority of Wilmington Trust Company's Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Wilmington Trust Company.


Notary Public

JANEL R. HAVRILLA
NOTARY PUBLIC-DELAWARE
My Commission Expires February 2, 2001

My Commission Expires: _____

DISTRICT OF COLUMBIA)
) ss.:
)

On this 11th day of December __, 2000, before me personally appeared William Strick to me personally known, who being by me duly sworn, says that s/he is the Acting 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

AMTRAK TRUST 2000-SD-A

SCHEDULE I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 2000-SD-A

<u>Equipment Type</u>¹	<u>Amtrak Equipment Numbers</u>
Two (2) Alstom Transportation Inc. Surfliner Café Cars	6304, 6305
Four (4) Alstom Transportation Inc. Surfliner Coach Cars	6408-6411, inclusive
Two (2) Alstom Transportation Inc. Surfliner Business Class Cars	6804, 6805
Two (2) Alstom Transportation Inc. Surfliner Cab/Baggage/Coach Cars	6904, 6905

¹ The following passenger rail equipment has been delivered and accepted under the Purchase Agreement (as defined in the Participation Agreement):