

RECORDED 23671-B

DEC 5 '01 11:05 AM
TS
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 4, 2001

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

Re: Amtrak Trust 2001- L-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 Supplement of Railroad Equipment (Amtrak Trust 2001-L-B) dated December 5, 2001, a ~~primary~~ *secondary* document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment (AmtrakTrust 2001-L-B) which was filed with the Board under Recordation Number 23671.

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

Lessor : Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19801

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:

Sixteen (16) General Electric P42-DC Single Model Diesel Locomotives AMTK 192 through AMTK 207, inclusive.

Mr. Vernon A. Williams
December 4, 2001
Page Two

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

Memorandum of Lease Supplement of Railroad Equipment (Amtrak
Trust 2001- L-B).

Also enclosed is a check in the amount of \$28.00 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 2001-L-B

RECORDATION NO. 23671-B

DEC 5 '01 11:15 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (Amtrak Trust 2001-L-B) dated December 5, 2001, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust 2001-L-B) dated as of September 15, 2001, (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") supplementing that certain Memorandum of Lease of Railroad Equipment dated September 26, 2001 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, Lessor and Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 2001-L-B) dated as of September 15, 2001 (the "Lease") and Lease Supplement No. 1 (Amtrak Trust 2001-L-B) dated September 26, 2001 ("*Supplement No. 1*");

WHEREAS, a Memorandum of Lease of Railroad Equipment dated September 26, 2001 ("*Memorandum No. 1*") with respect to the Equipment described in Supplement No. 1, including all additions and alterations thereof, replacements thereof and substitutions therefor, has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on September 26, 2001 at 12:19 p.m., and assigned Recordation Number 23671, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 26, 2001 at 11:30 a.m.;

WHEREAS, Lessor and Lessee are entering into that certain Lease Supplement No. 2 dated December 5, 2001 ("*Supplement No. 2*") covering the Equipment therein described, which such Equipment shall become subject to the Lease upon the execution and delivery of Supplement No. 2;

WHEREAS, this Memorandum of Lease Supplement of Railroad Equipment ("*Memorandum No. 2*") covers the Equipment described in Supplement No. 2 (which such Equipment is described in Schedule I hereto), including all additions and alterations thereof, replacements thereof and substitutions therefor, and will be filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act, and incorporates by reference, the terms of the Lease, Supplement No. 1 and Supplement No. 2;

WHEREAS, this Memorandum No. 2 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 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.

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: ~~Roseanne K. Miley~~
Title: ~~Assistant Vice President~~

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: Dale M. Stein
Title: Treasurer

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by 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.

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Owner Trustee

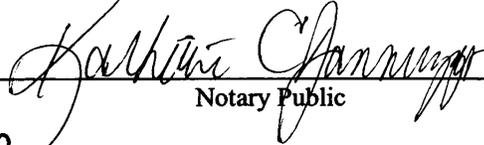
By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

STATE OF DELAWARE)
) SS.:
COUNTY OF NEWCASTLE)

On this 3rd day of December, 2001, before me personally appeared ROSELINE K. MANEY to me personally known, who, by me being duly sworn, says that he/she is the ~~Assistant Vice President~~ President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Delaware banking corporation.



Notary Public

KATHERINE C. JANNUZZIO
NOTARY PUBLIC-DELAWARE
My Commission Expires May 24, 2004

My commission expires: _____

DISTRICT OF COLUMBIA)) SS.:

On this 3rd day of December, 2001, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he 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 he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Carla A. Jones
Notary Public

Carla A. Jones
Notary Public, District of Columbia
My Commission Expires 04-30-2006

My Commission Expires: _____

SCHEDULE I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 2001-L-B

<u>Equipment Type</u>¹	<u>Amtrak Equipment Numbers</u>
Sixteen (16) General Electric P42-DC Single Mode Diesel Locomotives	AMTK 192 through AMTK 207, inclusive

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