

23225-B  
FILE

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156

DEC 7 80 3-58 PM  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

December 6, 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 two (2) copies of a Memorandum of Lease Supplement No. 2 dated as of December 7, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 23225.

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

Lessor :                   Wilmington Trust Company  
                                 Rodney Square North  
                                 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:

One electric locomotive AMTK 658

Mr. Vernon A. Williams  
December 6, 2000  
Page Two

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

Memorandum of Lease Supplement No. 2 between Wilmington Trust Company, Owner Trustee, Lessor, and National Railroad Passenger Corporation, Lessee, covering one electric locomotive AMTK 658.

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

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-3) dated as of December 7, 2000, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000, (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 dated as of November 14, 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).

RECORDATION NO.

23225-B

FILED

DEC 7, '00

3-58 PM

SURFACE TRANSPORTATION BOARD

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 (the "Lease") and that certain Lease Supplement No. 1 dated as of November 14, 2000 (Amtrak Trust HS-EDC-3) further supplemented by Lease Supplement No. 2 (Amtrak Trust HS-EDC-3) dated as of December 7, 2000 ("Supplement No. 2") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified 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;

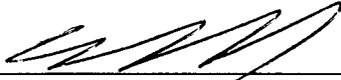
WHEREAS, a Memorandum of Lease of Railroad Equipment with respect to the Equipment described in Supplement No. 1 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on November 14, 2000 at 12:15 p.m., Recordation Number 23225, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on November 14, 2000 at 1:30 p.m.:

WHEREAS, the Lease and Supplement No. 2 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 Owner Trustee, as aforesaid

By:   
Name: \_\_\_\_\_  
Title: **W. CHRIS SPONENBERG**  
**ASSISTANT VICE PRESIDENT**

NATIONAL RAILROAD PASSENGER CORPORATION

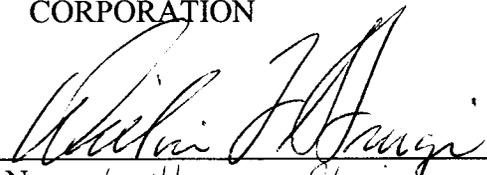
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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 Owner  
Trustee, as aforesaid

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:  \_\_\_\_\_  
Name: William Stringer  
Title: Acting Treasurer

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

On this 30 day of November, 2000, before me personally appeared W. CHRIS SPONENBERG to me personally known, who, by me being duly sworn, says that he/she is ASSISTANT VICE PRESIDENT 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.

Leigh Emmi  
Notary Public

LEIGH EMMI  
NOTARY PUBLIC  
My Commission Expires: ~~My Commission Expires August 1, 2002~~

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is the \_\_\_\_\_ 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/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

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

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



DESCRIPTION OF UNITS-LOCOMOTIVE

(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab, High Horsepower Electric Locomotive	
Locomotive	AMTK 658