

RECORDATION NO. 23229-B FILED

DEC 15 '00 12-23 PM

TS  
SURFACE TRANSPORTATION BOARD

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

December 15, 2000

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

Re: Amtrak Trust HS-EDC-1

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 dated as of December 15, 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 filed with the Board under Recordation Number 23229.

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

Lessor :	Amtrak Trust HS-EDC-1 c/o 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:

Trainset Number 6 bearing AMTK reporting marks and road numbers

Mr. Vernon A. Williams  
December 15, 2000  
Page Two

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

Memorandum of Lease Supplement between Amtrak Trust HS-EDC-1,  
Lessor, and National Passenger Railroad Company, Lessee,  
covering trainset Number 6 bearing AMTK reporting marks and road  
numbers.

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 HS-EDC-1**

Schedule A to  
Memorandum of Lease

**DESCRIPTION OF UNITS-TRAINSETS**

**(AMTRAK TRUST HS-EDC-1)**

<b><u>Equipment Type</u></b>		<b><u>Amtrak Equipment Numbers</u></b>
One (1) High Speed Trainset consisting of:		
Two (2) Power Cars	<u>One at Each End</u>	AMTK 2030 AMTK 2031
One (1) End Club Car	<u>First Class</u>	AMTK 3215
One (1) Bistro Car		AMTK 3302
One (1) End Coach Car	<u>Business Class</u>	AMTK 3417
Three (3) Coach Cars	<u>Business Class</u>	AMTK 3549 AMTK 3554 AMTK 3555

AMTRAK TRUST HS-EDC-1

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-1) dated as of December 15, 2000, between AMTRAK TRUST HS-EDC-1, 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 as of November 15, 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, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (AMTRAK TRUST HS-EDC-1) dated as of November 6, 2000 (the "Original Lease") as supplemented by that certain Lease Supplement No. 1 (AMTRAK TRUST HS-EDC-1) dated as of November 15, 2000 ("Supplement No. 1"), and as further supplemented by that certain Lease Supplement No. 2 (AMTRAK TRUST HS-EDC-1) dated as of December 15, 2000 ("Supplement No. 2") (the Original Lease so supplemented by Supplement No. 1 and Supplement No. 2 being referred to as the "Lease", the terms of each of which are incorporated herein by reference), such supplement No. 2 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 (as defined above) has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on November 15, 2000 at 11:16 a.m., Recordation Number 23229, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on November 15, 2000 at 11:40 a.m.;

WHEREAS, 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.

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AMTRAK TRUST HS-EDC-1

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.

AMTRAK TRUST HS-EDC-1

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

By:   
Name: **Donald G. MacKelcan**  
Title: **Vice President**

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

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

On this 12 day of December, 2000 before me personally appeared Dana G. MacFellan, to me personally known, who, being by me duly sworn, says that he/she is the Vice President of Wilmington Trust Company, that said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK TRUST HS-EDC-1, 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.

Leigh Emami  
LEIGH EMAMI  
Notary Public  
My Commission Expires August 1, 2002

My commission expires

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this \_\_\_\_ day of December, 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

AMTRAK TRUST HS-EDC-1

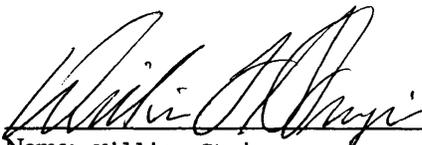
IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first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

AMTRAK TRUST HS-EDC-1

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

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:   
Name: William Stringer  
Title: Acting Treasurer

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

On this \_\_\_ day of \_\_\_\_\_, 2000, 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 acknowledges 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 5 day of Dec, 2000, before me personally appeared Wm. Stricker, to me personally known, who, by me being duly sworn, says that he/she is the Act. Mgr. 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 2/14/05

AMTRAK TRUST HS-EDC-1

Schedule A to  
Memorandum of Lease

**DESCRIPTION OF UNITS-TRAINSETS**

(AMTRAK TRUST HS-EDC-1)

<u>Equipment Type</u>		<u>Amtrak Equipment Numbers</u>
One (1) High Speed Trainset consisting of:		
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