

RECORDATION NO. 23288-B FILED

JAN 29 '01 12:49 PM
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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

January 29, 2001

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

Re: Amtrak Trust HS-EDC-2

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 January 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23288.

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

Lessor : Amtrak Trust HS-EDC-2
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:

High Speed Trainset Number 8 bearing AMTK reporting marks and road numbers attached hereto

Mr. Vernon A. Williams
January 29, 2001
Page Two

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

Memorandum of Lease Supplement between Amtrak Trust HS-EDC-2, Owner Trustee, Lessor, and National Railroad Passenger Corporation, Lessee, covering high speed trainset number 8 bearing AMTK reporting marks and road numbers attached hereto.

Also enclosed is a check in the amount of \$27.00 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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

(AMTRAK TRUST HS-EDC-2)

DESCRIPTION OF UNITS-TRAIN SET 8

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 8 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2014 AMTK 2019
One (1) End Club Car	AMTK 3218
One (1) Bistro Car	AMTK 3315
One (1) End Coach Car	AMTK 3416
Three (3) Coach Cars	AMTK 3559 AMTK 3548 AMTK 3558

AMTRAK TRUST HS-EDC-2

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-2) dated as of January 29, 2001, between AMTRAK TRUST HS-EDC-2, 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"). 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 HS-EDC-2) dated as of December 15, 2000 (the "Lease") as supplemented by that certain Lease Supplement No. 1 (Amtrak Trust HS-EDC-2) dated December 27, 2000 ("Supplement No. 1") and as further supplemented by Lease Supplement No. 2 dated the date hereof ("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 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 December 27, 2000 at 2:49 p.m., Recordation Number 23288, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 27, 2000 at 11:12 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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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.

AMTRAK TRUST HS-EDC-2

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

By: _____

Name:

Title:

W. CHRIS SPONENBERG
ASSISTANT VICE PRESIDENT

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

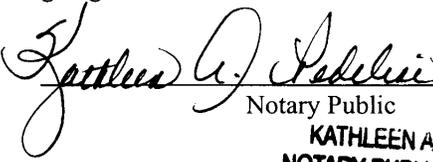
Name:

Title:

AMTRAK TRUST HS-EDC-2

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

On this 19th day of January, 2001 before me personally appeared W. Chris Spenenberg, to me personally known, who, being by me duly sworn, says that he/she is the ~~Assistant Vice President~~ 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 TRUST HS-EDC-2, 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
KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2002

My commission expires

DISTRICT OF COLUMBIA)
) ss.:
)

On this ___ day of _____, 2001, 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 acknowledged 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-2

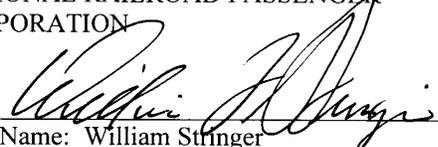
IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

AMTRAK TRUST HS-EDC-2

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

AMTRAK TRUST HS-EDC-2

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

On this ____ day of _____, 2001 before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he/she is the _____ 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-2, 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

My commission expires

DISTRICT OF COLUMBIA)
) ss.:
)

On this 26 day of January, 2001, before me personally appeared William Stringer, to me personally known, who, by me being duly sworn, says that he/~~she~~ is the Acting Treasurer 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~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires 4/14/02

AMTRAK TRUST HS-EDC-2

Schedule A to
Memorandum of Lease

(AMTRAK TRUST HS-EDC-2)

DESCRIPTION OF UNITS-TRAIN SET 8

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