

RECORDATION NO. 23225-E FILED

FEB 28 '01 10:02 AM
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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 28, 2001

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

Re: Amtrak Trust HS-EDC-3

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 Supplement of Railroad Equipment dated as of February 28, 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 23225

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:

Electric locomotive AMTK 661 and High Speed Trainset Number 7 bearing AMTK reporting marks and road numbers attached hereto

Mr. Vernon A. Williams
February 28, 2001
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A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement between Wilmington Trust Company, Owner Trustee, Lessor, and National Railroad Passenger Corporation, Lessee, covering electric locomotive AMTK 661 and high Speed Trainset Number 7 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,



Robert W. Alvord

RWA/anm
Enclosures

DESCRIPTION OF UNITS-LOCOMOTIVE AND TRAINSET

(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab, High Horsepower Electric Locomotive	AMTK 661
High-Speed Trainset Number 7 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2032 AMTK 2034
One (1) First Class Car	AMTK 3216
Three (3) Coach Cars	AMTK 3553 AMTK 3556 AMTK 3557
One (1) Bistro Car	AMTK 3301
One (1) End Coach Car	AMTK 3419

AMTRAK TRUST HS-EDC-3

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-3) dated as of February 28, 2001, 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 November 14, 2000 between Lessor and Lessee and that certain Memorandum of Lease dated December 7, 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-3) dated as of November 1, 2000 (the "Lease") as supplemented by that certain Lease Supplement No. 1 dated November 14, 2000 (Amtrak Trust HS-EDC-3) ("*Supplement No. 1*") further supplemented by Lease Supplement No. 2 (Amtrak Trust HS-EDC-3) dated December 7, 2000 ("*Supplement No. 2*") and as further supplemented by Lease Supplement No. 3 (Amtrak Trust HS-EDC-3) dated the date hereof ("*Supplement No. 3*") (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 (as defined above) 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, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 2 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 7, 2000 at 3:58 p.m., Recordation Number 23225-B, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 7, 2000 at 1:15 p.m.;

WHEREAS, Supplement No. 3 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 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: Robert J. Smith
Title: Assistant Vice President

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____
Name:
Title:

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

On this 21st day of February, 2001, before me personally appeared ROSELINE K. MANEY, to me personally known, who, by me being duly sworn, says that he/she is Asst. 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.



Notary Public

My commission expires

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

AMTRAK TRUST HS-EDC-3

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

AMTRAK TRUST HS-EDC-3

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

On this ____ day of February, 2001, 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 acknowledged 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 2~~nd~~ day of February, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that ~~she~~ is the 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.

Anita L. Martin
Notary Public

My commission expires: April 14, 2002

DESCRIPTION OF UNITS-LOCOMOTIVE AND TRAINSET

(AMTRAK TRUST HS-EDC-3)

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One (1) Dual Cab, High Horsepower Electric Locomotive	AMTK 661
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