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RECORDATION NO. 23137-0 FILED
MAY 2 11 11-11 AM
SECRETARY OF COUNSEL
URBAN-A LESTER

March 26, 2001

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

Re: Amtrak Trust 2000-SD-A

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 of Railroad Equipment Supplement No. 3 (Amtrak 2000 SD-A) dated March 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 23137.

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

Lessor : Amtrak Trust 2000-SD-A
c/o Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19801

Lessee: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

A description of the railroad equipment covered by the enclosed document is:

Ten (10) railcars within the series AMTK 6306 - 6908, not inclusive.

Mr. Vernon A. Williams
March 26, 2001
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A short summary of the document to appear in the index follows:

Memorandum of Lease of Railroad Equipment Supplement No.3
(Amtrak Trust 2000-SD-A) dated as of March 26, 2001, between
Amtrak 2000-SD-A Trust, Lessor and National Railroad Passenger
Corporation, Lessee, as to ten (10) railcars within the series AMTK
6306 - 6908, not inclusive.

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 2000-SD-A

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT SUPPLEMENT NO. 3 (AMTRAK TRUST 2000-SD-A) dated March 26, 2001, between AMTRAK 2000-SD-A TRUST, 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 September 29, 2000, and that certain Memorandum of Lease, dated December 19, 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).

SURFACE TRANSPORTATION BOARD

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WHEREAS, a Memorandum of Lease of Railroad Equipment with respect to the equipment described in Supplement No. 1 was filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on September 29, 2000 at 4:18 p.m., and assigned Recordation Number 23137, and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act (formerly §90 of the Railway Act of Canada) on September 29, 2000 at 2:14 p.m.;

WHEREAS, a Memorandum of Lease of Railroad Equipment with respect to the equipment described in Supplement No. 2 was filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on December 19, 2000 at 12:26 p.m., and assigned Recordation Number 23137-B, and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act (formerly §90 of the Railway Act of Canada) on December 19, 2000 at 9:54 a.m.;

WHEREAS, the Lessor and Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 2000-SD-A) dated as of September 15, 2000 (the "Lease") as supplemented by that certain Lease Supplement No. 1 (Amtrak Trust 2000-SD-A) dated September 29, 2000 ("Supplement No. 1"), further supplemented by that certain Lease Supplement No. 2 (Amtrak Trust 2000-SD-A) dated December 19, 2000 ("Supplement No. 2") and further supplemented by that certain Lease Supplement No. 3 dated March 26, 2001 ("Supplement No. 3") thereto (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule I hereto and in Supplement No. 1, Supplement No. 2, and Supplement No. 3, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS, the Lease and Supplement No. 3 shall be effective as of the Closing Date (as defined in the Lease) with respect to the railroad equipment listed in Schedule I hereto; 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.

AMTRAK TRUST 2000-SD-A

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 Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

AMTRAK 2000-SD-A TRUST

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

By: Mary Kay Pupillo
Name: **Mary Kay Pupillo**
Title: **Senior Financial Services Officer**

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____
Name:
Title:

AMTRAK TRUST 2000-SD-A

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 Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

AMTRAK 2000-SD-A TRUST

By: 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

AMTRAK TRUST 2000-SD-A

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

On this 13th day of March 2001, before me personally appeared Mary Kay Pupillo, to me personally known, who being by me duly sworn, says that he/she is the Sr. Finan. Serv. Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK 2000-SD-A TRUST 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

SUSANNE M. GULA
NOTARY PUBLIC

My Commission Expires: My Commission Expires November 21, 2001

AMTRAK TRUST 2000-SD-A

DISTRICT OF COLUMBIA)
) ss.:
)

On this 15 day of March, 2001, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that s/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 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 2000-SD-A

SCHEDULE I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 2000-SD-A

<u>Equipment Type</u>¹	<u>Amtrak Equipment Numbers</u>
Two (2) Alstom Transportation Inc. Surfliner Café Cars	6306, 6307
Three (3) Alstom Transportation Inc. Surfliner Coach Cars	6412-6414, inclusive
Two (2) Alstom Transportation Inc. Surfliner Business Class Cars	6806, 6807
Three (3) Alstom Transportation Inc. Surfliner Cab/Baggage/Coach Cars	6906-6908, inclusive

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