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23300-B  
11-2-01  
OF COUNSEL  
URBAN A. LESTER

March 29, 2001

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

Re: Amtrak Trust 2000 L-A

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 (Amtrak 2000 L-A) dated March 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 23300.

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:

Eighteen (18) P-42 DC locomotives: AMTK 135 - 152, inclusive.

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

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

Memorandum of Lease Supplement of Rail Equipment (Amtrak Trust 2000 L-A) dated as of March 29, 2001, between Wilmington Trust Company, Lessor and National Railroad Passenger Corporation, Lessee, covering eighteen (18) P-42 DC locomotives: AMTK 135 - 152, 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-L-A

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST 2000-L-A) dated as of March 29, 2001, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust 2000-L-A) dated as of December 15, 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 December 28, 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).

RECORDED  
11-29 AM  
23300-13  
FILED

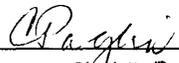
WHEREAS, Lessor and Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 2000-L-A) dated as of December 15, 2000, as supplemented by Lease Supplement No. 1 ("*Supplement No. 1*") (Amtrak Trust 2000-L-A) dated December 28, 2000 and as further supplemented by Lease Supplement No. 2 dated March 29, 2001 ("*Supplement No. 2*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule I hereto and in Lease Supplement No. 1, and Lease Supplement No. 2, 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 December 28, 2000 at 1:44 p.m., and assigned Recordation Number 23300, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 28, 2000 at 10:40 a.m.;

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 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

By:   
Name: **Charlotte Paglia**  
Title: **Senior Financial Services Officer**

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 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.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

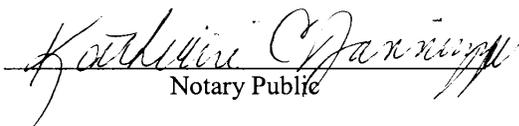
By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER CORPORATION

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

STATE OF DELAWARE )  
 ) ss  
COUNTY OF NEW CASTLE )

On this 14<sup>th</sup> day of MARCH, 2001 before me personally appeared **Charlotte Paglia**, to me personally known, who, being by me duly sworn, says that he/she is the **Senior Financial Services Officer** of WILMINGTON TRUST COMPANY, that said 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 Wilmington Trust Company.

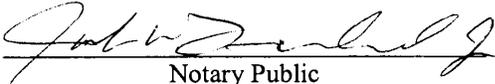
  
Notary Public

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

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

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 he/she 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 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

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SCHEDULE I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 2000-L-A

<u>Equipment Type</u> <sup>1</sup>	<u>Amtrak Equipment Numbers</u>
Eighteen (18) General Electric P42-DC Single Model Diesel Locomotives	AMTK 135 through AMTK 152, inclusive

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