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ELIAS C. ALVORD (1942)
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April 10, 2001

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

RECORDATION NO. 23167-B FILED
APR 10 '01 19:30 AM
SURFACE TRANSPORTATION BOARD

Re: Amtrak Trust 99-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, dated April 10, 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 which was previously filed with the Board under Recordation Number 23167.

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

Lessor: First Security Bank,
National Association
79 South Main Street
Salt Lake City, Utah 84111

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:

Six (6) AEM-7 locomotives, AMTK 905, 908, 919, 920, 927 and 935

Mr. Vernon A. Williams
April 10, 2001
Page Two

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

Memorandum of Lease of Railroad Equipment, between First Security Bank, Lessor, and National Railroad Passenger Corporation, Lessee.

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.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

AMTRAK TRUST 99-A

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 99-A) dated April 10, 2001, between FIRST SECURITY BANK, NATIONAL ASSOCIATION, not in its individual capacity but solely as owner trustee (the "Owner Trustee") (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"). 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 Lessee entered into that certain Lease of Railroad Equipment (Amtrak Trust 99-A) dated as of July 14, 1999 and Lease Supplement No. 2 thereto (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule I hereto and in the Lease Supplement No. 2, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one such memorandum.

RECORDATION NO. 23167-B FILED
APR 10 '01 19-80 AM
SURFACE TRANSPORTATION BOARD

AMTRAK TRUST 99-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.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, not in its individual
capacity, but solely as Owner Trustee

By: _____

Name:

Title:

C. Scott Nielsen
Vice President

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

Name: Dale M. Stein

Title: Treasurer

AMTRAK TRUST 99-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.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, not in its individual
capacity, but solely as Owner Trustee

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

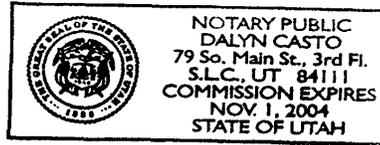
By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

AMTRAK TRUST 99-A

STATE OF UT)
) ss.:
COUNTY OF Salt Lake)

On this 10th day of April, 2001, before me personally appeared C. SCOTT NIELSEN, to me personally known, who, being by me duly sworn, says that he/she is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION that said instrument was signed on behalf of said national banking association 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 banking association.

Dalyn Casto
Notary Public

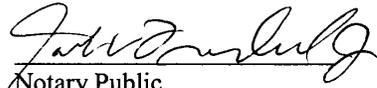


My Commission Expires: _____

AMTRAK TRUST 99-A

DISTRICT OF COLUMBIA)
) ss
)

On this 19 day of MARCH, 2001, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that 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 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 99-A

SCHEDULE I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 99-A

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
Rebuilt AEM-7 Locomotive	905
Rebuilt AEM-7 Locomotive	908
Rebuilt AEM-7 Locomotive	919
Rebuilt AEM-7 Locomotive	920
Rebuilt AEM-7 Locomotive	927
Rebuilt AEM-7 Locomotive	935