

RECORDATION NO. 23225-F FILED

MAY 22 '01 10:10 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 22, 2001

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Lease Supplement of Railroad Equipment (Amtrak Trust HS-EDC-3), dated as of May 22, 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 previously filed with the Board under Recordation Number 23225.

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

Lessor:	Wilimington Trust Company 1100 North Market Street Wilimington, DE 19801
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

Mr. Vernon A. Williams  
May 22, 2001  
Page Two

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

High-speed Trainset Number 11 bearing AMTK reporting marks and road numbers attached hereto.

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

Memorandum of Lease Supplement of Railroad Equipment (Amtrak Trust HS-EDC-3).

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,



Robert W. Alvord

RWA/anm  
Enclosures

**SCHEDULE A**

**EQUIPMENT**

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 11 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2017 AMTK 2036
One (1) First Class Car	AMTK 3210
Three (3) Coach Cars	AMTK 3531 AMTK 3532 AMTK 3530
One (1) Bistro Car	AMTK 3316
One (1) End Coach Car	AMTK 3414

AMTRAK TRUST HS-EDC-3

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-3) dated as of May 22, 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, that certain Memorandum of Lease Supplement dated December 7, 2000 between Lessor and Lessee, that certain Memorandum of Lease Supplement dated February 28, 2001 between Lessor and Lessee and that certain Memorandum of Lease Supplement dated March 21, 2001 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).

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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"), as further supplemented by Lease Supplement No. 2 (Amtrak Trust HS-EDC-3) dated December 7, 2000 ("Supplement No. 2"), as further supplemented by Lease Supplement No. 3 (Amtrak Trust HS-EDC-3) dated February 28, 2001 ("Supplement No. 3"), as further supplemented by Lease Supplement No. 4 (Amtrak Trust HS-EDC-3) dated March 21, 2001 ("Supplement No. 4") and as further supplemented by Lease Supplement No. 5 (Amtrak Trust HS-EDC-3) dated the date hereof ("Supplement No. 5") (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, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 3 has been filed with the Surface

**AMTRAK TRUST HS-EDC-3**

Transportation Board pursuant to 49 U.S.C. § 11301 on February 28, 2001 at 10:02 a.m., Recordation Number 23225-E, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on February 28, 2001 at 9:38 a.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 4 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on March 21, 2001 at 11:33 a.m., Recordation Number 23225-G, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on March 21, 2001 at 10:00 a.m.;

WHEREAS, Supplement No. 5 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.

**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: *Roger M. Mally*  
Title: *Assistant Vice President*

NATIONAL RAILROAD PASSENGER CORPORATION

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

**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:

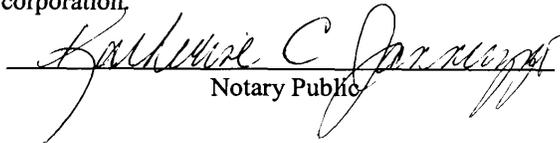
NATIONAL RAILROAD PASSENGER CORPORATION

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

AMTRAK TRUST HS-EDC-3

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

On this 8<sup>th</sup> day of May, 2001, before me personally appeared ROSELINE K. MANEY, to me personally known, who, by me being duly sworn, says that he/she is Assistant 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

DISTRICT OF COLUMBIA    )  
  ) ss.:  
  )

On this 16 day of May, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he 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.

  
\_\_\_\_\_  
Notary Public

My commission expires:    **Carla A. Jones**  
  Notary Public, District of Columbia  
  My Commission Expires 04-30-2006

**AMTRAK TRUST HS-EDC-3**

**Schedule A to  
Memorandum of Lease**

**DESCRIPTION OF UNITS- TRAINSET**

**(AMTRAK TRUST HS-EDC-3)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
High-Speed Trainset Number 11 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2017 AMTK 2036
One (1) First Class Car	AMTK 3210
Three (3) Coach Cars	AMTK 3531 AMTK 3532 AMTK 3530
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