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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 23, 2001

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

RECORDATION NO. 23229-D
MAY 23 '01 8-09 AM
SURFACE TRANSPORTATION BOARD

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 HS-EDC-1), dated as of May 23, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture and Security Agreement which was filed with the Board under Recordation Number 23229.

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

Lessor:	Amtrak Trust HS-EDC-1 c/o 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:

High-Speed Trainset Number 10 bearing AMTK reporting marks and road numbers and locomotives AMTK 664, AMTK 660 and AMTK 662.

Mr. Vernon A. Williams
May 23, 20001
Page Two

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

Memorandum of Lease Supplement of Railroad Equipment
(Amtrak HS-EDC-1).

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

DESCRIPTION OF UNITS-TRAINSET AND LOCOMOTIVES**(AMTRAK TRUST HS-EDC-1)**

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
Three (3) Dual-Cab, High Horsepower Electric Locomotives manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 664 AMTK 660 AMTK 662
One (1) High-Speed Trainset Number 10 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of	
Two (2) Power Cars	AMTK 2038 AMTK 2016
One (1) First Class Car	AMTK 3214
Three (3) Coach Cars	AMTK 3534 AMTK 3540 AMTK 3533
One (1) Bistro Car	AMTK 3306
One (1) End Coach Car	AMTK 3413

AMTRAK TRUST HS-EDC-1

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-1) dated as of May 23, 2001, between AMTRAK TRUST HS-EDC-1, 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"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

RECORDATION NO. 23229-B
MAY 23 '01 1:09 PM
SURFACE TRANSPORTATION BOARD
FILED

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (AMTRAK TRUST HS-EDC-1) dated as of November 6, 2000 (the "Lease") as supplemented by that certain Lease Supplement No. 1 (AMTRAK TRUST HS-EDC-1) dated November 15, 2000 ("Supplement No. 1"), as further supplemented by that certain Lease Supplement No. 2 (AMTRAK TRUST HS-EDC-1) dated December 15, 2000 ("Supplement No. 2"), and further supplemented by that certain Lease Supplement No. 3 (AMTRAK TRUST HS-EDC-1) dated May 23, 2001 ("Supplement No. 3") (being referred to collectively as the "Lease", the terms of each of which are incorporated herein by reference), such Supplement No. 3 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 15, 2000 at 11:16 a.m., Recordation Number 23229, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on November 15, 2000 at 11:40 a.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 2 (as defined above) has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 15, 2000 at 12:23 p.m., Recordation Number 23229-B, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 15, 2000 at 1:59 p.m.;

WHEREAS, Supplement No. 3 shall be effective as of the Closing Date (as defined in the Lease); and

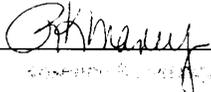
WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

AMTRAK TRUST HS-EDC-1

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

AMTRAK TRUST HS-EDC-1

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

By: 
Name: _____
Title: _____

NATIONAL RAILROAD PASSENGER CORPORATION

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

AMTRAK TRUST HS-EDC-1

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

AMTRAK TRUST HS-EDC-1

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

By: _____
Name:
Title:

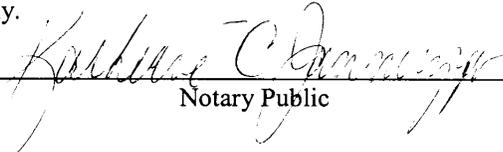
NATIONAL RAILROAD PASSENGER
CORPORATION

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

AMTRAK TRUST HS-EDC-1

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

On this 9th day of MAY, 2001, before me personally appeared ROSALINE K. MANEY, to me personally known, who, being by me duly sworn, says that he/she is Assistant Vice President of Wilmington Trust Company, that said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK TRUST HS-EDC-1, by authority of Wilmington Trust Company's Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Wilmington Trust Company.



Notary Public

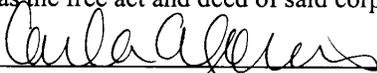
My commission expires

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

AMTRAK TRUST HS-EDC-1

DISTRICT OF COLUMBIA)
) ss.:

On this 11 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 acknowledges 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-1

Schedule A to
Memorandum of Lease

DESCRIPTION OF UNITS-TRAINSET AND LOCOMOTIVES

(AMTRAK TRUST HS-EDC-1)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
Three (3) Dual-Cab, High Horsepower Electric Locomotives manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 664 AMTK 660 AMTK 662
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