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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 23229-F FILED

JUN 28 '01 2:39 PM

TS  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

June 27, 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 HS-EDC-1), dated as of June 28, 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 12,13 and 14 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams  
June 27, 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-TRAINSETS**

(AMTRAK TRUST HS-EDC-1)

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
High-Speed Trainset Number 12 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2037 AMTK 2006
One (1) First Class Car	AMTK 3209
Three (3) Coach Cars	AMTK 3516 AMTK 3528 AMTK 3538
One (1) Bistro Car	AMTK 3319
One (1) End Coach Car	AMTK 3410
High-Speed Trainset Number 13 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2033 AMTK 2027
One (1) First Class Car	AMTK 3213
Three (3) Coach Cars	AMTK 3529 AMTK 3537 AMTK 3552
One (1) Bistro Car	AMTK 3318
One (1) End Coach Car	AMTK 3408

High-Speed Trainset Number 14 manufactured  
by Bombardier Corporation and Alstom  
Transportation Inc., consisting of:

Two (2) Power Cars	AMTK 2015 AMTK 2010
One (1) First Class Car	AMTK 3208
Three (3) Coach Cars	AMTK 3525 AMTK 3536 AMTK 3527
One (1) Bistro Car	AMTK 3317
One (1) End Coach Car	AMTK 3418

AMTRAK TRUST HS-EDC-1

RECORDATION NO. 23229-F FILED

JUN 26 '01 2-8 9 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-1) dated as of June 28, 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).

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"), as further supplemented by that certain Lease Supplement No. 3 (AMTRAK TRUST HS-EDC-1) dated May 23, 2001 ("Supplement No. 3") and as further supplemented by that certain Lease Supplement No. 4 (AMTRAK TRUST HS-EDC-1) dated the date hereof ("Supplement No. 4") (being referred to collectively as the "Lease", the terms of each of which are incorporated herein by reference), such Supplement No. 4 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, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 3 (as defined above) has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on May 23, 2001 at 1:09 p.m., Recordation Number 23229-D, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on May 23 at 9:15 a.m.;

**AMTRAK TRUST HS-EDC-1**

WHEREAS, Supplement No. 4 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: *Sandra R. Ortiz*  
Name: **SANDRA R. ORTIZ**  
Title: **Financial Services Officer**

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:

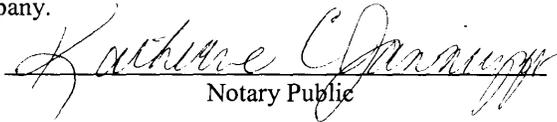
NATIONAL RAILROAD PASSENGER  
CORPORATION

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

AMTRAK TRUST HS-EDC-1

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

On this 13<sup>th</sup> day of June, 2001, before me personally appeared SANDRA R. ORTIZ, to me personally known, who, being by me duly sworn, says that he/she is Financial Services Officer 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

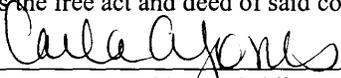
My commission expires

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

**AMTRAK TRUST HS-EDC-1**

)  
DISTRICT OF COLUMBIA ) SS.:

On this 15 day of June, 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-TRAINSETS

(AMTRAK TRUST HS-EDC-1)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 12 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
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One (1) End Coach Car	AMTK 3410
High-Speed Trainset Number 13 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2033 AMTK 2027
One (1) First Class Car	AMTK 3213
Three (3) Coach Cars	AMTK 3529 AMTK 3537 AMTK 3552
One (1) Bistro Car	AMTK 3318
One (1) End Coach Car	AMTK 3408

**AMTRAK TRUST HS-EDC-1**

High-Speed Trainset Number 14 manufactured  
by Bombardier Corporation and Alstom  
Transportation Inc., consisting of:

Two (2) Power Cars	AMTK 2015 AMTK 2010
One (1) First Class Car	AMTK 3208
Three (3) Coach Cars	AMTK 3525 AMTK 3536 AMTK 3527
One (1) Bistro Car	AMTK 3317
One (1) End Coach Car	AMTK 3418