

RECORDATION NO. 23167-D FILED

SEP 24 '01 2-52 PM

SURFACE TRANSPORTATION BOARD

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

September 24, 2001

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

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 September 25, 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:	Wells Fargo Bank Northwest, 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 923, 925, 940, 943, 946 and 948

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Mr. Vernon A. Williams
September 24, 2001
Page Two

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

Memorandum of Lease of Railroad Equipment, between Wells
Fargo Bank, Northwest, 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,



Robert W. Alvord

RWA/anm
Enclosures

AMTRAK TRUST 99-A

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 99-A) dated September 25, 2001, between WELLS FARGO BANK NORTHWEST, 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).

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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. 3 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. 3, 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.

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.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee

By: 
Name: **C. Scott Nielsen**
Title: **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.

WELLS FARGO BANK NORTHWEST,
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

DISTRICT OF COLUMBIA)
) SS.:
)

On this 7th day of September, 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

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

My Commission Expires: _____

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	AMTK 946
Rebuilt AEM-7 Locomotive	AMTK 940
Rebuilt AEM-7 Locomotive	AMTK 948
Rebuilt AEM-7 Locomotive	AMTK 943
Rebuilt AEM-7 Locomotive	AMTK 923
Rebuilt AEM-7 Locomotive	AMTK 925