

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
  
(202) 393-2266  
FAX (202) 393-2156

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

December 18, 2001

RECORDATION NO. 23229-H FILED

DEC 18 '01 3:16 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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 two (2) copies of a Memorandum of Lease Supplement of Railroad Equipment (Amtrak HS-EDC-1), dated as of December 19, 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:

Two (2) Dual Cab Locomotives AMTK 651 and AMTK 652

23229-H

3:16

Mr. Vernon A. Williams  
December 18, 2001  
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

AMTRAK TRUST HS-EDC-1

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-1) dated as of December 19, 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-H FILED  
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SURFACE TRANSPORTATION BOARD

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"), as further supplemented by that certain Lease Supplement No. 4 (AMTRAK TRUST HS-EDC-1) dated June 28, 2001 and as further supplemented by that certain Lease Supplement No. 5 (AMTRAK TRUST HS-EDC-1) dated the date hereof ("Supplement No. 5") (being referred to collectively as the "Lease", the terms of each of which are incorporated herein by reference), such Supplement No. 5 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, 2001 at 9:15 a.m.;

**AMTRAK TRUST HS-EDC-1**

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 4 (as defined above) has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on June 28, 2001 at 2:39 p.m., Recordation Number 23229-F, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on June 28 at 9:50 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-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: W. Chris Sponenberg  
Title: Vice President

NATIONAL RAILROAD PASSENGER CORPORATION

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

FROM AMTRAK

(WED) 12. 12' 01 16:41/ST. 16:37/NO. 4861835624 P 31

**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

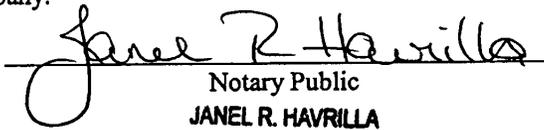
By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER CORPORATION

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

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

On this 12<sup>th</sup> day of December, 2001, before me personally appeared W. Chris Sponenberg, to me personally known, who, being by me duly sworn, says that he/she is 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

**JANEL R. HAVRILLA**  
**NOTARY PUBLIC-DELAWARE**  
My Commission Expires Feb. 2, 2005

My commission expires



**AMTRAK TRUST HS-EDC-1**

Schedule A to  
Memorandum of Lease

**DESCRIPTION OF UNITS**

**(AMTRAK TRUST HS-EDC-1)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
Two (2) Dual Cab, High Horsepower Electric Locomotives manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 651 AMTK 652

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/14/01

  
\_\_\_\_\_  
Robert W. Alvord