

~~CONFIDENTIAL~~ 23781-B ~~END~~

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JAN 15 '02 9-47 AM  
TS  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

January 14, 2002

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 TRUST HS-MBK-1) dated January 15, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23781.

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

Lessor :	AMTRAK TRUST HS-MBK-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 20 with AMTK reporting marks and road numbers as set forth in Schedule A attached hereto.

Mr. Vernon A. Williams  
January 14, 2002  
Page Two

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

Memorandum of Lease Supplement of Railroad Equipment

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 and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

Schedule A to  
Memorandum of Lease

**DESCRIPTION OF UNITS**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
High-Speed Trainset Number 20 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2029 AMTK 2026
One (1) First Class Car	AMTK 3203
Three (3) Coach Cars	AMTK 3502 AMTK 3503 AMTK 3523
One (1) Bistro Car	AMTK 3310
One (1) End Coach Car	AMTK 3403

AMTRAK TRUST HS-MBK-1

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-MBK-1) effective as of January 15, 2002, between AMTRAK TRUST HS-MBK-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-MBK-1) dated as of December 21, 2001 (the "Lease") as supplemented by that certain Lease Supplement No. 1 (AMTRAK TRUST HS-MBK-1) dated December 21, 2001 ("Supplement No. 1") and as further supplemented by that certain Lease Supplement No. 2 (AMTRAK TRUST HS-MBK-1) dated the date hereof ("Supplement No. 2"), (being referred to collectively as the "Lease", the terms of each of which are incorporated herein by reference), such Supplement No. 2 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 December 21, 2001 at 11:30 a.m., Recordation Number 23781, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 20, 2001 at 2:23 p.m.;

WHEREAS, a Memorandum of Lease 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 January \_\_, 2002 at \_\_\_ a.m., Recordation Number \_\_\_\_, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on January \_\_, 2002 at \_\_\_ a.m.;

WHEREAS, Supplement No. 2 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.

RECORDATION NO. 23781-B FILED

Memorandum of Lease (AMTRAK TRUST HS-MBK-1)

JAN 15 '02

9-47 AM

NY #443866 v3

**SURFACE TRANSPORTATION BOARD**

**AMTRAK TRUST HS-MBK-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-MBK-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**

AMTRAK TRUST HS-MBK-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-MBK-1

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

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

NATIONAL RAILROAD PASSENGER CORPORATION

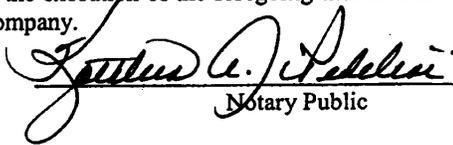
By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

AMTRAK TRUST HS-MBK-1

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

On this 2<sup>nd</sup> day of January, 2002, 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-MBK-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.

**KATHLEENA PEDELINI**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires Oct. 31, 2002**

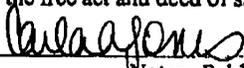
  
\_\_\_\_\_  
Notary Public

My commission expires

AMTRAK TRUST HS-MBK-1

DISTRICT OF COLUMBIA )  
                                  ) SS.:  
                                  )

On this 10<sup>th</sup> day of January, 2002, 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 04-30-2008

**AMTRAK TRUST HS-MBK-1**

Schedule A to  
Memorandum of Lease

**DESCRIPTION OF UNITS**

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

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
High-Speed Trainset Number 20 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
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Three (3) Coach Cars	AMTK 3502 AMTK 3503 AMTK 3523
One (1) Bistro Car	AMTK 3310
One (1) End Coach Car	AMTK 3403

**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: \_\_\_\_\_

*1/14/02*



Robert W. Alvord