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ELIAS C. ALVORD (1942)  
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RECORDATION NO. 23032 FILED  
AUG 01 2000 4:06 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

August 1, 2000

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

Re: Amtrak Trust 2000-F

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 of Railroad Equipment (Amtrak 2000-F) dated as of August 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Memorandum of Loan and Security Agreement (Amtrak 2000-F) dated as of August 1, 2000, a secondary document related thereto.

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

Lessor and Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19801
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002
Lender:	AME Investments, LLC c/o Ambac Capital Corp. One Street Plaza New York, New York 10004

Mr. Vernon A. Williams  
August 1, 2000  
Page Two

A description of the railroad equipment covered by the enclosed document is:

6 food service cars and coaches within the series AMTK 20988 - AMTK 28354  
23 food service cars and coaches within the series AMTK 43040 - AMTK 48992  
29 baggage cars, sleepers and diners within the series AMTK 31046 - AMTK  
38026.

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

Lease of Equipment between Wilmington Trust Company, Lessor, and Amtrak,  
Lessee covering 6 food service cars and coaches within the series AMTK 20988  
- AMTK 28354, 23 food service cars and coaches within the series AMTK 43040  
- AMTK 48992 and 29 baggage cars, sleepers and diners within the series  
AMTK 31046 - AMTK 38026.

Also enclosed is a check in the amount of \$26.00 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

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 2000-F) dated as of August 1, 2000, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee under the Trust Agreement (Amtrak Trust 2000-F) dated as of August 1, 2000, (in such capacity, 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).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 2000-F) dated as of August 1, 2000 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-F) dated as of August 1, 2000 ("Supplement No. 1") (the terms of each of which are incorporated herein by reference), 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, the Lease and Supplement No. 1 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.

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SURFACE TRANSPORTATION BOARD

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.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee, as aforesaid

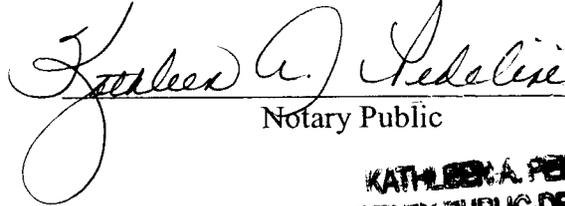
By:   
Name: **Anita Dallago**  
Title: **Financial Services Officer**

NATIONAL RAILROAD PASSENGER CORPORATION

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

STATE OF DELAWARE )  
 ) ss.:  
COUNTY OF NEW CASTLE )

On this 24<sup>th</sup> day of July, 2000, before me personally appeared ~~Amtrak Trust~~ Amtrak Trust, to me personally known, who, by me being duly sworn, says that he/she is FSO of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

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

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

My Commission Expires: \_\_\_\_\_

DISTRICT OF COLUMBIA )  
 ) ss.:  
 )

On this \_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared Carol J. Dillon, to me personally known, who, by me being duly sworn, says that she 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

My Commission Expires: \_\_\_\_\_

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.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Trustee, as  
aforesaid

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:  \_\_\_\_\_  
Name: Noel J. Dillon  
Title: Treasurer



(AMTRAK TRUST 2000-F)DESCRIPTION OF UNITS**Lot 1**

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
20988	Amfleet I	Amfleet I Food Service
21215	Amfleet I	Amfleet I Coach
28305	Amfleet I	Amfleet I Food Service
28350	Amfleet I	Amfleet I Food Service
28353	Amfleet I	Amfleet I Food Service
28354	Amfleet I	Amfleet I Food Service
43040	Amfleet I	Amfleet I Food Service
43352	Amfleet I	Amfleet I Food Service
43356	Amfleet I	Amfleet I Food Service
43357	Amfleet I	Amfleet I Food Service
43358	Amfleet I	Amfleet I Food Service
43359	Amfleet I	Amfleet I Food Service
44958	Amfleet I	Amfleet I Coach
44966	Amfleet I	Amfleet I Coach
44967	Amfleet I	Amfleet I Coach
44968	Amfleet I	Amfleet I Coach
44969	Amfleet I	Amfleet I Coach
44970	Amfleet I	Amfleet I Coach
44978	Amfleet I	Amfleet I Coach
44980	Amfleet I	Amfleet I Coach
44983	Amfleet I	Amfleet I Coach
44985	Amfleet I	Amfleet I Coach
48980	Amfleet I	Amfleet I Food Service
48981	Amfleet I	Amfleet I Food Service
48985	Amfleet I	Amfleet I Food Service
48986	Amfleet I	Amfleet I Food Service
48987	Amfleet I	Amfleet I Food Service
48989	Amfleet I	Amfleet I Food Service
48992	Amfleet I	Amfleet I Food Service

**Lot 2**

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
31046	Superliner I	Superliner Baggage Coach
31047	Superliner I	Superliner Baggage Coach
31357	Superliner I	Superliner Baggage Coach
31500	Superliner I	Superliner Baggage Coach
31501	Superliner I	Superliner Baggage Coach
31502	Superliner I	Superliner Baggage Coach
31503	Superliner I	Superliner Baggage Coach
31504	Superliner I	Superliner Baggage Coach
31508	Superliner I	Superliner Baggage Coach
31509	Superliner I	Superliner Baggage Coach
31510	Superliner I	Superliner Baggage Coach
31511	Superliner I	Superliner Baggage Coach
31513	Superliner I	Superliner Baggage Coach
31514	Superliner I	Superliner Baggage Coach
31515	Superliner I	Superliner Baggage Coach
31517	Superliner I	Superliner Baggage Coach
31519	Superliner I	Superliner Baggage Coach
31520	Superliner I	Superliner Baggage Coach
31522	Superliner I	Superliner Baggage Coach
32002	Superliner I	Superliner Sleeper
38008	Superliner I	Superliner Diner
38009	Superliner I	Superliner Diner
38010	Superliner I	Superliner Diner
38011	Superliner I	Superliner Diner
38016	Superliner I	Superliner Diner
38021	Superliner I	Superliner Diner
38022	Superliner I	Superliner Diner
38025	Superliner I	Superliner Diner
38026	Superliner I	Superliner Diner