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URBAN A. LESTER

August 1, 2000

RECORDATION NO. 23033 0117

ALL P 1 00 4-0 9 PM

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

~~SECRET~~ TRANSPORTATION BOARD

Re: Amtrak Trust 2000-G

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-G) 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-G) 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:

49 business class and coach class railcars within the series AMTK 81000 -
AMTK 85003
17 coaches within the series AMTK 44826 - AMTK 44957

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

Lease of Equipment between Wilmington Trust Company, Lessor, and Amtrak,
Lessee covering 49 business class and coach class railcars within the series
AMTK 81000 - AMTK 85003 and 17 coaches within the series AMTK 44826 -
AMTK 44957.

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-G) 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-G) 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-G) dated as of August 1, 2000 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-G) 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.

RECORDATION NO. 23033 FILED

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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 24th day of July, 2000, before me personally appeared Anita E. Dallago, to me personally known, who, by me being duly sworn, says that he/she is Financial Services Officer 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.

Janel R. Havrilla
Public
JANEL R. HAVRILLA
NOTARY PUBLIC-DELAWARE
My Commission Expires February 2, 2001

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: *Gerald J. Dillon*
Title: *TREASURER*

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

On this ____ day of _____, 2000, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ 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

My Commission Expires: _____

DISTRICT OF COLUMBIA)
) ss.:
)

On this 26 day of July, 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: 2-18-05

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

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
81000	Amfleet I	Business Class
81001	Amfleet I	Business Class
81002	Amfleet I	Business Class
81500	Amfleet I	Business Class
81501	Amfleet I	Business Class
81502	Amfleet I	Business Class
81503	Amfleet I	Business Class
81504	Amfleet I	Business Class
81505	Amfleet I	Business Class
81507	Amfleet I	Business Class
82000	Amfleet I	Coach Class
82001	Amfleet I	Coach Class
82002	Amfleet I	Coach Class
82003	Amfleet I	Coach Class
82004	Amfleet I	Coach Class
82005	Amfleet I	Coach Class
82006	Amfleet I	Coach Class
82007	Amfleet I	Coach Class
82008	Amfleet I	Coach Class
82009	Amfleet I	Coach Class
82010	Amfleet I	Coach Class
82011	Amfleet I	Coach Class
82012	Amfleet I	Coach Class
82013	Amfleet I	Coach Class
82014	Amfleet I	Coach Class
82015	Amfleet I	Coach Class
82016	Amfleet I	Coach Class
82017	Amfleet I	Coach Class
82018	Amfleet I	Coach Class
82019	Amfleet I	Coach Class

**Amtrak
Equipment
Number**

Equipment Type

82068	Amfleet I	Coach Class
82069	Amfleet I	Coach Class
82070	Amfleet I	Coach Class
82071	Amfleet I	Coach Class
82072	Amfleet I	Coach Class
82073	Amfleet I	Coach Class
82074	Amfleet I	Coach Class
82075	Amfleet I	Coach Class
82500	Amfleet I	Coach Class
82501	Amfleet I	Coach Class
82502	Amfleet I	Coach Class
82503	Amfleet I	Coach Class
82516	Amfleet I	Coach Class
82517	Amfleet I	Coach Class
82518	Amfleet I	Coach Class
85000	Amfleet I	Food Service
85001	Amfleet I	Food Service
85002	Amfleet I	Food Service
85003	Amfleet I	Food Service

Lot 2

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
44826	Amfleet I	Amfleet I Coach
44834	Amfleet I	Amfleet I Coach
44837	Amfleet I	Amfleet I Coach
44839	Amfleet I	Amfleet I Coach
44846	Amfleet I	Amfleet I Coach
44847	Amfleet I	Amfleet I Coach
44902	Amfleet I	Amfleet I Coach
44906	Amfleet I	Amfleet I Coach
44912	Amfleet I	Amfleet I Coach
44914	Amfleet I	Amfleet I Coach
44915	Amfleet I	Amfleet I Coach
44916	Amfleet I	Amfleet I Coach
44917	Amfleet I	Amfleet I Coach
44921	Amfleet I	Amfleet I Coach
44923	Amfleet I	Amfleet I Coach
44953	Amfleet I	Amfleet I Coach
44957	Amfleet I	Amfleet I Coach