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OF COUNSEL  
URBAN A. LESTER

August 17, 2000

RECORDATION NO. 23049 FILED

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

AUG 17 '00 12-09 PM  
TS  
SURFACE TRANSPORTATION BOARD

Re: Amtrak Trust 2000-D

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-D) dated as of August 17, 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-D) dated as of August 17, 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 \_\_\_\_, 2000  
Page Two

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

48 Amfleet I railcars within the series AMTK 82020 through AMTK 82508.

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

Lease of Equipment between Wilmington Trust Company, Lessor, and Amtrak, Lessee covering 48 Amfleet I railcars within the series AMTK 82020 through AMTK 82508.

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

RECORDATION NO. 23049 FILED

AUG 17 '00 12:09 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 2000-D) dated as of August 17, 2000, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee under the Trust Agreement (Amtrak Trust 2000-D) dated as of August 17, 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-D) dated as of August 17, 2000 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-D) dated as of August 17, 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.

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: **W. CHRIS SPONENBERG**  
Title: **ASSISTANT VICE PRESIDENT**

NATIONAL RAILROAD PASSENGER CORPORATION

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

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

On this 17<sup>th</sup> day of August, 2000, before me personally appeared W. Chris Sponenberg, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President 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

ANITA E. DALLAGO  
NOTARY PUBLIC

My Commission Expires August 3, 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

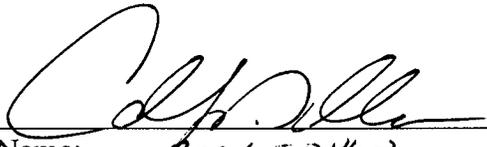
My Commission Expires: \_\_\_\_\_

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: *PAUL J DILLNER*  
Title: *TREASURER*

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

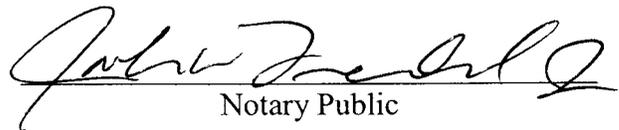
On this \_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority 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: 2/14/05

**SCHEDULE 1**

**(AMTRAK TRUST 2000-D)**

**DESCRIPTION OF UNITS**

**Lot 1**

<b><u>Amtrak Equipment Number</u></b>	<b><u>Equipment Type</u></b>	
82020	Amfleet I	Coach Class
82021	Amfleet I	Coach Class
82022	Amfleet I	Coach Class
82023	Amfleet I	Coach Class
82024	Amfleet I	Coach Class
82025	Amfleet I	Coach Class
82026	Amfleet I	Coach Class
82027	Amfleet I	Coach Class
82028	Amfleet I	Coach Class
82029	Amfleet I	Coach Class
82031	Amfleet I	Coach Class
82032	Amfleet I	Coach Class
82033	Amfleet I	Coach Class
82034	Amfleet I	Coach Class
82035	Amfleet I	Coach Class
82036	Amfleet I	Coach Class
82037	Amfleet I	Coach Class
82038	Amfleet I	Coach Class
82039	Amfleet I	Coach Class
82040	Amfleet I	Coach Class
82041	Amfleet I	Coach Class
82042	Amfleet I	Coach Class
82043	Amfleet I	Coach Class
82044	Amfleet I	Coach Class
82045	Amfleet I	Coach Class
82046	Amfleet I	Coach Class
82047	Amfleet I	Coach Class
82048	Amfleet I	Coach Class
82049	Amfleet I	Coach Class
82050	Amfleet I	Coach Class
82051	Amfleet I	Coach Class
82052	Amfleet I	Coach Class
82053	Amfleet I	Coach Class
82054	Amfleet I	Coach Class
82055	Amfleet I	Coach Class
82056	Amfleet I	Coach Class
82057	Amfleet I	Coach Class

**Amtrak**  
**Equipment**  
**Number**

**Equipment Type**

82058	Amfleet I	Coach Class
82059	Amfleet I	Coach Class
82060	Amfleet I	Coach Class
82061	Amfleet I	Coach Class
82062	Amfleet I	Coach Class
82063	Amfleet I	Coach Class
82064	Amfleet I	Coach Class
82065	Amfleet I	Coach Class
82066	Amfleet I	Coach Class
82067	Amfleet I	Coach Class
82508	Amfleet I	Coach Class