

SEP 29 '00

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**SURFACE TRANSPORTATION BOARD**

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

OF COUNSEL  
URBAN A. LESTER

September 28, 2000

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

Re: Amtrak Trust 2000- SD-A

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 Trust 2000-SD-A), dated as of September 28, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Amtrak 2000-SD-A Trust  
c/o 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

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

Twenty (20) railcars within the series AMTK 6300 – 6903 not inclusive.

Mr. Vernon A. Williams  
September 28, 2000  
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A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Lease of Railroad Equipment (Amtrak Trust 2000-SD-A), dated as of September 28, 2000 between Amtrak 2000-SD-A Trust, Lessor, and National Railroad Passenger Corporation, Lessee as to twenty (20) railcars within the series AMTK 6300 – 6903 not inclusive.

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.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

AMTRAK TRUST 2000-SD-A <sup>23137</sup> FILED

SEP 29 00

4-18 PM

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 2000-SD-A) dated September 29, 2000, between AMTRAK 2000-SD-A TRUST, 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).

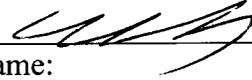
WHEREAS, the Lessor and Lessee are entering into that certain Lease of Railroad Equipment (Amtrak Trust 2000-SD-A) dated as of September 15, 2000 and Lease Supplement No. 1 thereto (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule I hereto and in the Lease Supplement No. 1, and all additions and alterations thereof, replacements thereof and substitutions therefor; 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.

AMTRAK 2000-SD-A TRUST

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

By:   
Name: \_\_\_\_\_  
Title: **W. CHRIS SPONENBERG**  
**ASSISTANT VICE PRESIDENT**

Memorandum of Lease (AMTRAK 2000-SD-A TRUST)

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

On this 25<sup>th</sup> day of September, 2000, before me personally appeared **W. CHRIS SPONENBERG**, to me personally known, who, by me being duly sworn, says that he/she is AUP of WILMINGTON TRUST COMPANY, and that said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK 2000-SD-A TRUST, 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  
**LEIGH EMMI**  
NOTARY PUBLIC  
My Commission Expires August 1, 2002

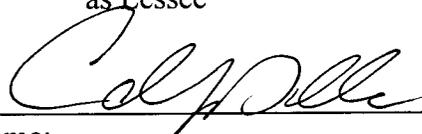
My Commission Expires: \_\_\_\_\_

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.

NATIONAL RAILROAD PASSENGER  
CORPORATION,

as Lessee

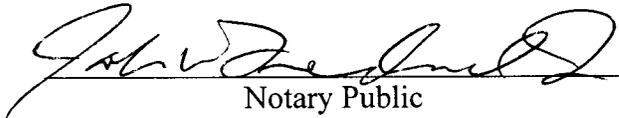
By: \_\_\_\_\_

  
Name: Carol J. Dillon  
Title: Treasurer

Memorandum of Lease (AMTRAK 2000-SD-A TRUST)

DISTRICT OF COLUMBIA     )  
  ) ss.:  
  )

On this 27 day of September, 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

## AMTRAK TRUST 2000-SD-A

## SCHEDULE I

DESCRIPTION OF EQUIPMENT

## AMTRAK TRUST 2000-SD-A

<u>Equipment Type<sup>1</sup></u>	<u>Amtrak Equipment Numbers</u>
One (1) Alstom Transportation Inc. Surfliner Café Car	AMTK 6300
One (1) Alstom Transportation Inc. Surfliner Café Car	AMTK 6301
One (1) Alstom Transportation Inc. Surfliner Café Car	AMTK 6302
One (1) Alstom Transportation Inc. Surfliner Café Car	AMTK 6303
One (1) Alstom Transportation Inc. Surfliner Coach Car	AMTK 6400
One (1) Alstom Transportation Inc. Surfliner Coach Car	AMTK 6401
One (1) Alstom Transportation Inc. Surfliner Coach Car	AMTK 6402
One (1) Alstom Transportation Inc. Surfliner Coach Car	AMTK 6403
One (1) Alstom Transportation Inc. Surfliner Coach Car	AMTK 6404
One (1) Alstom Transportation Inc. Surfliner Coach Car	AMTK 6405
One (1) Alstom Transportation Inc. Surfliner Coach Car	AMTK 6406
One (1) Alstom Transportation Inc. Surfliner Coach Car	AMTK 6407
One (1) Alstom Transportation Inc. Surfliner Business Class Car	AMTK 6800
One (1) Alstom Transportation Inc. Surfliner Business Class Car	AMTK 6801
One (1) Alstom Transportation Inc. Surfliner Business Class Car	AMTK 6802

<sup>1</sup> The following passenger rail equipment has been delivered and accepted under the Purchase Agreement (as defined in the Participation Agreement):

## AMTRAK TRUST 2000-SD-A

One (1) Alstom Transportation Inc. Surfliner Business Class Car	AMTK 6803
One (1) Alstom Transportation Inc. Surfliner Cab/Baggage/Coach Car	AMTK 6900
One (1) Alstom Transportation Inc. Surfliner Cab/Baggage/Coach Car	AMTK 6901
One (1) Alstom Transportation Inc. Surfliner Cab/Baggage/Coach Car	AMTK 6902
One (1) Alstom Transportation Inc. Surfliner Cab/Baggage/Coach Car	AMTK 6903