

RECORDATION NO. 23225 FILED

NOV 14 '00 12-15 PM  
76  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  

---

 (202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

November 13, 2000

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

Re: Amtrak Trust HS-EDC-3

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 dated as of November 14, 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 :	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 document is:

One electric locomotive AMTK 659 and one high speed trainset consisting of eight units bearing AMTK reporting marks and road numbers attached hereto

Mr. Vernon A. Williams  
November 13, 2000  
Page Two

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

Memorandum of Lease between Wilmington Trust Company, Owner Trustee, Lessor, and National Railroad Passenger Corporation, Lessee, covering one electric locomotive AMTK 659 and one high speed trainset consisting of eight units bearing AMTK reporting marks and road numbers attached hereto.

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

SCHEDULE 1DESCRIPTION OF UNITS-TRAINSETS(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
One (1) High Speed Trainset consisting of:	
Two (2) Power Cars	AMTK 2009 AMTK 2020
One (1) End Club Car	AMTK 3207
One (1) Bistro Car	AMTK 3305
One (1) End Coach Car	AMTK 3409
Three (3) Coach Cars	AMTK 3541 AMTK 3543 AMTK 3546

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-3) dated as of November 14, 2000, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 14, 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 HS-EDC-3) dated as of November 14, 2000 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust HS-EDC-3) dated as of November 14, 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;

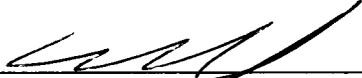
WHEREAS, the Lease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Lease); and

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. 23225 FILED  
NOV 14 '00 12:15 PM  
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 Owner  
Trustee, as aforesaid

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

Name:

Title:

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

Name: Carol J. Dillon

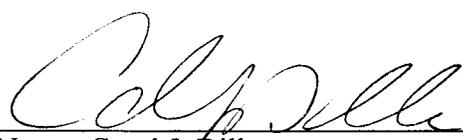
Title: Treasurer

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 Owner  
Trustee, as aforesaid

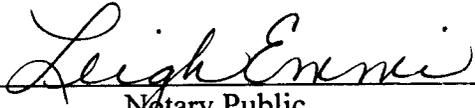
By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

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

On this 31 day of October, 2000, before me personally appeared W. CHRIS SPONENBERG ~~ASSISTANT VICE PRESIDENT~~ 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 corporation.

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

**LEIGH EMM**  
**NOTARY PUBLIC**  
My Commission Expires August 1, 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: \_\_\_\_\_

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 corporation.

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

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

DISTRICT OF COLUMBIA    )  
  ) ss.:  
  )

On this 1<sup>st</sup> day of November 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

DESCRIPTION OF UNITS-LOCOMOTIVES

(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab, High Horsepower Electric Locomotive	
Locomotive	AMTK 659

**SCHEDULE 1**

**DESCRIPTION OF UNITS-TRAINSETS**

**(AMTRAK TRUST HS-EDC-3)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
One (1) High Speed Trainset consisting of:	
Two (2) Power Cars	AMTK 2009 AMTK 2020
One (1) End Club Car	AMTK 3207
One (1) Bistro Car	AMTK 3305
One (1) End Coach Car	AMTK 3409
Three (3) Coach Cars	AMTK 3541 AMTK 3543 AMTK 3546