

RECORDATION NO. 23229 FILED

NOV 15 '00 11-16 AM

TS

SURFACE TRANSPORTATION BOARD

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

November 15, 2000

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

Re: Amtrak Trust HS-EDC-1

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 15, 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 Trust HS-EDC-1 c/o Wilmington Trust Company 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:

Three electric locomotives AMTK 654 -656

Mr. Vernon A. Williams
November 15, 2000
Page Two

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

Memorandum of Lease between Amtrak Trust HS-EDC-1, Lessor,
and National Railroad Passenger Corporation, Lessee, covering
three electric locomotives AMTK 654 -656.

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 HS-EDC-1) dated as of November 15, 2000, between AMTRAK TRUST HS-EDC-1, 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 the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust HS-EDC-1) dated as of November 6, 2000 (the "*Lease*") and that certain Lease Supplement No. 1 (Amtrak Trust HS-EDC-1) dated as of November 15, 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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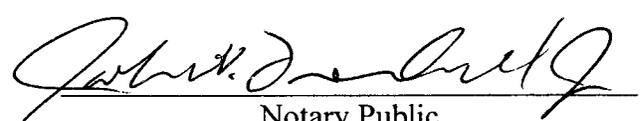
IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: 
Name: Carol J. Dillon
Title: Treasurer

DISTRICT OF COLUMBIA)
) ss.:
)

On this 1 day of NOV, 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.



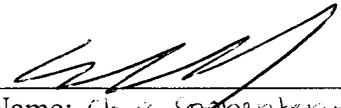
Notary Public

My Commission Expires: 2-14-05

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.

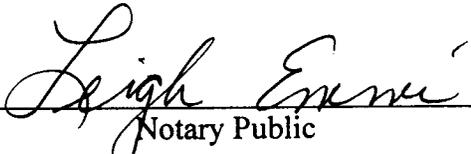
AMTRAK TRUST HS-EDC-1

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

By: 
Name: Chris Spohrer
Title: Assistant Vice President

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

On this 25 day of October, 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 said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK TRUST HS-EDC-1 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 Wilmington Trust Company.



Notary Public

My Commission Expires: _____

LEIGH EMMI
NOTARY PUBLIC
My Commission Expires August 1, 2002

DESCRIPTION OF UNITS-LOCOMOTIVES

(AMTRAK TRUST HS-EDC-1)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
Three (3) Dual Cab, High Horsepower Electric Locomotives:	
Locomotive	AMTK 654
Locomotive	AMTK 655
Locomotive	AMTK 656