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RECORDATION NO. 23300 FILED

DEC 28 '00 : 1:44 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

December 28, 2000

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

See No.

Re: Amtrak Trust 2000-L-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 Rail Equipment (Amtrak Trust 2000-L-A), dated as of December 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: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 1989

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, DC 20002

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

Twelve (12) P-42 DC locomotives: AMTK 123 - AMTK 134 inclusive.

Mr. Vernon A. Williams
December 28, 2000
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A short summary of the document to appear in the index is:

Memorandum of Lease of Rail Equipment (Amtrak Trust 2000-L-A), dated as of December 28, 2000, between Wilmington Trust Company, Lessor, and National Railroad Passenger Corporation, Lessee, covering twelve (12) P-42 DC locomotives: AMTK 123 - AMTK 134 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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

AMTRAK TRUST 2000-L-A

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 2000-L-A) dated as of December 28, 2000, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust 2000-L-A) dated as of December 15, 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, Lessor and Lessee are entering into that certain Lease of Railroad Equipment (Amtrak Trust 2000-L-A) dated as of December 15, 2000 and Lease Supplement No. 1 (Amtrak Trust 2000-L-A) dated December 28, 2000 (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.

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IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of 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

By: _____

Name:

Title:


Bill K. Morrison
Financial Services Officer

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____

Name:

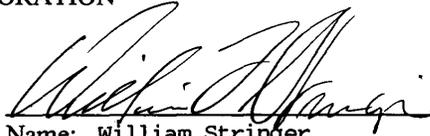
Title:

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of 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

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By: 
Name: William Stringer
Title: Acting Treasurer

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

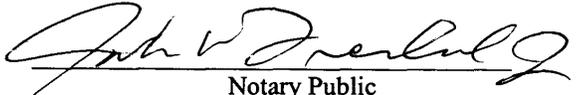
On this 13th day of December, 2000 before me personally appeared Jill K. Morrison, to me personally known, who, being by me duly sworn, says that he/she is the Financial Services Director of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Wilmington Trust Company.

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

My Commission Expires: _____

DISTRICT OF COLUMBIA)
) ss
)

On this 13 day of December, 2000, before me personally appeared William Stringer, to me personally known, who being by me duly sworn, says that he/she is the Acting Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges 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 I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 2000-L-A

<u>Equipment Type</u>¹	<u>Amtrak Equipment Numbers</u>
Twelve (12) General Electric P42-DC Single Model Diesel Locomotives	AMTK 123 through AMTK 134, inclusive

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