

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

June 27, 2001

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

RESTRICTION NO. 23531 FILED

JUN 28 '01 1-55 PM

SURFACE TRANSPORTATION BOARD

Re: Amtrak Trust 2001- 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 Railroad Equipment (Amtrak 2001-L-A) dated June 28, 2001, 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 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:

Thirty-one (31) P-42 DC locomotives: AMTK 153 - 183, inclusive.

Mr. Vernon A. Williams  
June 27, 2001  
Page Two

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

Memorandum of Lease Railroad Equipment (Amtrak Trust 2001- L-A).

Also enclosed is a check in the amount of \$28.00 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. 23531 FILED

AMTRAK TRUST 2001-L-A

JUN 28 '01 1-55 PM

**SURFACE TRANSPORTATION BOARD**

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 2001-L-A) dated as of June 28, 2001, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust 2001-L-A) dated as of June 15, 2001, (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 2001-L-A) dated as of June 15, 2001 and Lease Supplement No. 1 (Amtrak Trust 2001-L-A) dated June 28, 2001 (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 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: **PATRICIA A. EVANS**  
Title: **Senior Financial Services Officer**

NATIONAL RAILROAD PASSENGER CORPORATION

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

Name: Dale M. Stein  
Title: Treasurer

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:

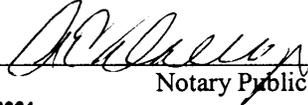
NATIONAL RAILROAD PASSENGER CORPORATION

By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

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

On this 20<sup>th</sup> day of June, 2001 before me personally appeared PATILICA A. EVANS to me personally known, who, being by me duly sworn, says that he/she is the S.R.F.S.U. of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said Delaware banking 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 Wilmington Trust Company.

ANITA E. DALLAGO  
NOTARY PUBLIC

  
Notary Public

My Commission Expires: My Commission Expires August 3, 2001

DISTRICT OF COLUMBIA )  
  ) SS.:  
  )

On this 25 day of June, 2001, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

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

My Commission Expires: Carla A. Jones  
  Notary Public, District of Columbia  
  My Commission Expires 04-30-2006

**SCHEDULE I**

**DESCRIPTION OF EQUIPMENT**

**AMTRAK TRUST 2001-L-A**

**Equipment Type**

**Amtrak  
Equipment Numbers**

Thirty-One (31) General Electric P42-DC Single  
Mode Diesel Locomotives

AMTK 153 through  
AMTK 183, inclusive