

RECORDATION NO. 23535 FILED

JUN 28 '01 4-29 PM
TS
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 28, 2001

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Lease and Lease Schedule, dated June 1, 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: Transamerica Equipment
Financial Services Corporation
144 Merchant Street
Cincinnati, OH 45246

Lessee: National Railroad Passenger Cars
60 Massachusetts Avenue
Washington, D.C. 20002

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

46 Wabash rail bogies within the series AMTK 5022 - AMTK 5311

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

Memorandum of Lease and Lease Schedule

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

MEMORANDUM OF LEASE AND LEASE SCHEDULE dated as of June 1, 2001, between

NATIONAL RAILROAD PASSENGER CORPORATION, a District of Columbia corporation (herein called the **Lessee**),
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002, and

TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION, a Delaware corporation (herein called the **Owner**)
144 Merchant Street, Suite 150
Cincinnati, Ohio 45246

The Lessee and the Owner are entering into the Master Lease Agreement dated as of June 1, 2001, and one or more schedules thereto pursuant to which the Lessee is leasing from the Owner, and the Owner is leasing to the Lessee, the following railroad equipment and all additions and alterations thereof, replacements thereof and substitutions therefor (herein called the **Equipment**):

46 Wabash "Coupler Mate" Rail Bogies, with the following manufacturer's serial numbers and Amtrak identifying numbers

<u>Serial Numbers</u>	<u>Amtrak Numbers</u>
620071 through 620073	AMTK 5022 through AMTK 5024
620079 through 620081	AMTK 5097 through AMTK 5099
653321 through 653332	AMTK 5073 through AMTK 5084
699040 through 699051	AMTK 5085 through AMTK 5096
699055 through 699070	AMTK 5296 through AMTK 5311

Pursuant to the said Master Lease Agreement, the Lessee has an option to purchase the Equipment, and the Owner retains ownership of the Equipment until payment of the option price.

The parties hereto wish to show for the public record the ownership of the Equipment by the Owner, the leasehold interest therein of the Lessee, the right of the Lessee to purchase the Equipment, and the ownership of the Equipment by the Owner until payment of the option price, 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 *Dale M. Stein*.....

TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION

by *Sean D. McAlister*.....

SEAN D. McALISTER
VP Region Credit Manager

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