

RECORDATION NO. 23750 FILED

DEC 05 '01 9-54 AM

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

December 4, 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 three (3) copies of a Memorandum of Lease of Railroad Equipment (Amtrak Lease No. T-1), dated December 5, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, Texas 75207
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:

20 boxcars bearing AMTK reporting marks and road numbers 71201 - 71221 (excluding 71203).

Mr. Vernon A. Williams
December 4, 2001
Page Two

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

Memorandum of Lease of Railroad Equipment
(Amtrak Lease No. T-1)

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

AMTRAK LEASE NO. (T-1)

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK LEASE NO. T-1) dated December 5, 2001, between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, (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 LEASE NO. T-1) dated as of December 5, 2001 (the "Lease") and that certain Lease Supplement No. 1 (AMTRAK LEASE NO. T-1) dated December 5, 2001 ("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 including 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);

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. 23750 FILED

DEC 05 '01 9-54 AM

SURFACE TRANSPORTATION BOARD

AMTRAK LEASE NO. (T-1)

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 the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

TRINITY INDUSTRIES LEASING COMPANY

By: Thomas C. Jardine
Name: Thomas C. Jardine
Title: Vice President

NATIONAL RAILROAD PASSENGER
CORPORATION

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

AMTRAK LEASE NO. (T-1)

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 the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name:
Title:

**NATIONAL RAILROAD PASSENGER
CORPORATION**

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

AMTRAK LEASE (T-1)

DISTRICT OF COLUMBIA)
) SS.:
)

On this 8th day of October, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he 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.

Carla A. Jones
Notary Public

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

AMTRAK LEASE NO. (T-1)

Schedule A to
Memorandum of Lease

DESCRIPTION OF UNITS
(AMTRAK LEASE T-1)

Equipment Type

Sixty foot, eight inch (60' 8") inside length, Plate C
railroad box car, 12 foot wide door openings with
single plug doors, constructed by Trinity Industries,
Inc. to Lessee Specification No. 642, Rev. H.

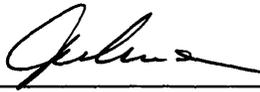
Amtrak
Equipment Numbers

AMTK 71201,
AMTK 71202, and
AMTK 71204 through AMTK
71221 inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: Dec. 4, 2001



Robert W. Alvord