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DEC 21 11:30 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 20, 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 two (2) copies of a Memorandum of Lease of Railroad Equipment (Amtrak Trust HS-MBK-1), dated as of December 21, 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: Amtrak Trust HS-MBK-1
c/o Wilmington Trust Company (not in its individual capacity but solely as Trustee)
1100 North Market Street
Wilmington, Delaware 19899

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:

High-Speed Trainset No. 18 and High-Speed Trainset No. 19, with AMTK rail marks and road numbers as set forth in Schedule A attached hereto.

Mr. Vernon A. Williams
December 20, 2001
Page 2

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

Memorandum of Lease of Railroad Equipment (Amtrak Trust HS-MBK-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.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23781 FILED

DEC 21 '01

11-30 AM

AMTRAK TRUST HS-MBK-1

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-MBK-1) dated as of December 21, 2001, between AMTRAK TRUST HS-MBK-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-MBK-1) dated as of December 21, 2001 (the "Lease") as supplemented by that certain Lease Supplement No. 1 (AMTRAK TRUST HS-MBK-1) dated December 21, 2001 ("Supplement No. 1"), (being referred to collectively as the "Lease", the terms of each of which are incorporated herein by reference), such Supplement No. 1 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, a Memorandum of Lease of Railroad Equipment with respect to the Equipment described in Supplement No. 1 (as defined above) has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December __, 2001 at __ a.m., Recordation Number ____, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December __ at __ a.m.;

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.

AMTRAK TRUST HS-MBK-1

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-MBK-1

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

By: _____

Name: W. Chris Sponenberg
Title: Vice President

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____

Name: Dale M. Stein
Title: Treasurer

AMTRAK TRUST HS-MBK-1

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-MBK-1

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

By: _____
Name:
Title:

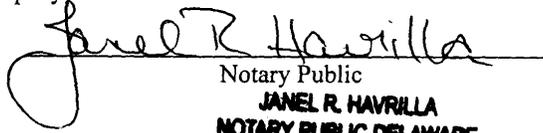
NATIONAL RAILROAD PASSENGER CORPORATION

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

AMTRAK TRUST HS-MBK-1

STATE OF DELAWARE)
) SS.:
COUNTY OF NEWCASTLE)

On this 10th day of December, 2001, before me personally appeared W. Chris Sponenberg, to me personally known, who, being by me duly sworn, says that he/she is Vice President of Wilmington Trust Company, that said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK TRUST HS-MBK-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 said Wilmington Trust Company.



Notary Public
JANEL R. HAVRILLA
NOTARY PUBLIC-DELAWARE
My Commission Expires Feb. 2, 2005

My commission expires

DISTRICT OF COLUMBIA)
) SS.:
)

On this 18 day of December, 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

AMTRAK TRUST HS-MBK-1

Schedule A to
Memorandum of Lease

DESCRIPTION OF UNITS

(AMTRAK TRUST HS-MBK-1)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 18 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2025 AMTK 2023
One (1) First Class Car	AMTK 3201
Three (3) Coach Cars	AMTK 3521 AMTK 3501 AMTK 3535
One (1) Bistro Car	AMTK 3311
One (1) End Coach Car	AMTK 3404
High-Speed Trainset Number 19 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2024 AMTK 2021
One (1) First Class Car	AMTK 3202
Three (3) Coach Cars	AMTK 3512 AMTK 3513 AMTK 3517
One (1) Bistro Car	AMTK 3309

AMTRAK TRUST HS-MBK-1

Equipment Type

One (1) End Coach Car

**Amtrak
Equipment Numbers**

AMTK 3406