

23750-A-FILED

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MAR 6 '02 12-28 PM  
TS  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 6, 2002

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), Lease Supplement No. 2 dated March 6, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23750.

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

|         |   |
|---------|---|
| Lessor: | Trinity Industries Leasing<br>Company<br>2525 Stemmons Freeway<br>Dallas, Texas 75207                 |
| Lessee: | National Railroad Passenger<br>Corporation<br>60 Massachusetts Avenue, N.E.<br>Washington, D.C. 20002 |

A description of the railroad equipment covered by the enclosed document is:  
80 boxcars bearing AMTK reporting marks and road numbers 71200, 71203 and 71222 - 71299.

Mr. Veronon A. Williams  
March 6, 2002  
Page Two

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

Memorandum of Lease of Railroad Equipment (Amtrak Lease No. T-1),  
Lease Supplement No. 2

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/anr  
Enclosures

AMTRAK LEASE NO. (T-1)

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK LEASE NO. T-1) dated March 6, 2002, 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. 2 (AMTRAK LEASE NO. T-1) dated March 6, 2002 ("Supplement No. 2") (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. 2 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.

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SECURITY TRANSPORTATION BOARD

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

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

STATE OF TEXAS     )  
                                  ) SS.:  
COUNTY OF DALLAS )

On this 4<sup>th</sup> day of March, 2002 before me personally appeared Thomas C. Jardine, to me personally known, who, by me being duly sworn, says that he is Vice President of TRINITY INDUSTRIES LEASING COMPANY., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

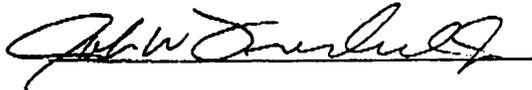
Brandie Howard  
Notary Public

My commission expires: 12-28-05



DISTRICT OF COLUMBIA )  
                                  ) SS.:  
                                  )

On this 5<sup>th</sup> day of March, 2002, 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.



Notary Public

My commission expires: 02/14/05

**AMTRAK LEASE NO. (T-1)**

**Schedule A to  
Memorandum of Lease**

**DESCRIPTION OF UNITS**  
**(AMTRAK LEASE T-1)**

**EQUIPMENT TYPE**

**AMTRAK EQUIPMENT NUMBERS**

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.

AMTK 71201,  
AMTK 71202, and  
AMTK 71204 through  
AMTK 71221 inclusive  
(delivered on or prior to December 5, 2001  
and previously covered by Lease Supplement  
No. 1)

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.

AMTK 71200,  
AMTK 71203, and  
AMTK 71222 through  
AMTK 71299 inclusive  
(delivered after December 5, 2001,  
but on or prior to March 6, 2002)

**LEASE SUPPLEMENT NO. 2**

**(AMTRAK LEASE NO. T-1)**

THIS LEASE SUPPLEMENT NO. 2 dated as of March 6, 2002 (this "*Lease Supplement*") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, as lessor, and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, as lessee, pursuant to and in accordance with the Lease of Railroad Equipment (*Amtrak Lease No. T-1*) dated as of December 5, 2001 between Lessor and Lessee (as amended and supplemented to the date hereof, the "*Lease*").

1. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Lease Supplement have the respective meanings specified therefor in Section 1 to the Lease and the rules of interpretation set forth in Section 1 shall apply, as originally executed or as modified, amended or supplemented in accordance with the applicable provisions thereof.

2. The Units covered by this Lease Supplement are described in Schedule I hereto, including all Units previously covered by Lease Supplement No.1, dated December 5, 2001, which is hereby superseded and replaced by this Lease Supplement.

3. The Equipment Cost for each Unit covered by this Lease Supplement is and the total Equipment Cost for all Units covered by this Lease Supplement is

4. The Base Lease Term for the Units covered by this Lease Supplement shall commence on the date hereof and shall terminate on April 1, 2022, the Base Lease Expiration Date, unless earlier terminated or extended pursuant to the terms hereof. If Lessee elects to renew the Lease in accordance with Section 16.4 of the Lease, the Renewal Term for the Units covered by this Lease Supplement shall commence on the day immediately succeeding the Base Lease Expiration Date and shall terminate on the expiration of the Renewal Term unless earlier terminated or extended pursuant to the terms of the Lease.

5. By the execution and delivery of this Lease Supplement, Lessee and Lessor reaffirm all of the terms, provisions and conditions hereof.

6. This Lease Supplement may be executed in several counterparts (or upon separate signature pages bound together into one or more counterparts), such counterparts together constituting but one and the same instrument. To the extent, if any, that this Lease Supplement constitutes chattel paper or other collateral within the meaning of the Uniform

Commercial Code (or other law respecting security interests) as in effect in any applicable jurisdiction, no security interest in Lessor's interest under this Lease Supplement may be created through the transfer or possession of any counterpart of this Lease Supplement other than the original executed counterpart No. 1 hereof which shall be identified as the counterpart containing the receipt therefor executed by Lessor on or immediately following the signature page hereof.

7. Lessee hereby represents and warrants to Lessor that, effective on the date hereof, the Units described in Schedule I hereto have been delivered to Lessee, have been duly accepted by Lessee and that said Schedule I contains a correct and complete description of said Units sufficient for the purposes hereof.

8. The Rent Factors applicable to the Units being made subject to the Lease pursuant to this Lease Supplement are as set forth in Schedule II (Rent Factors) attached hereto. Basic Rent shall be allocated as shown on Part II to Schedule II.

9. The Casualty Value Factors applicable to the Units being made subject to the Lease pursuant to this Lease Supplement are as set forth in Schedule III (Casualty Value Factors) attached hereto.

10. The Termination Value Factors applicable to the Units being made subject to the Lease pursuant to this Lease Supplement are as set forth in Schedule IV (Termination Value Factors) attached hereto.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be executed in their respective corporate names as of the day and year first above written.

TRINITY INDUSTRIES LEASING  
COMPANY, as Lessor

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

NATIONAL RAILROAD PASSENGER  
CORPORATION, as Lessee

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

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be executed in their respective corporate names as of the day and year first above written.

TRINITY INDUSTRIES LEASING  
COMPANY, as Lessor

By: \_\_\_\_\_  
Name:  
Title:

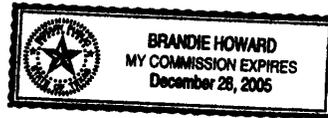
NATIONAL RAILROAD PASSENGER  
CORPORATION, as Lessee

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

STATE OF TEXAS     )  
                                  ) SS.:  
COUNTY OF DALLAS )

On this 4<sup>th</sup> day of March, 2002 before me personally appeared Thomas C. Jardine, to me personally known, who, being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, 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 Brandie Howard  
My Commission Expires: 12-28-05





SCHEDULE I TO LEASE  
SUPPLEMENT NO. 2

**DESCRIPTION OF UNITS**

EQUIPMENT TYPE

AMTRAK EQUIPMENT NUMBERS

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.

AMTK 71201,  
AMTK 71202, and  
AMTK 71204 through  
AMTK 71221 inclusive  
(delivered on or prior to December 5, 2001  
and previously covered by Lease Supplement No. 1)

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.

AMTK 71200,  
AMTK 71203, and  
AMTK 71222 through  
AMTK 71299 inclusive  
(delivered after December 5, 2001,  
but on or prior to March 6, 2002)

**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: \_\_\_\_\_

*March 6, 2002*



\_\_\_\_\_  
Robert W. Alvord