

BAKER DANIELS

Est. 1863

600 E. 96th Street, Suite 600 Indianapolis, Indiana 46240 317.569.9600 Fax 317.569.4800 www.bakerdaniels.com

Indiana

Washington, D.C.

China

RECORDATION NO. 21299-B FILED

JAN 15 '04 2-08 PM

January 13, 2004

SURFACE TRANSPORTATION BOARD



VIA UPS SECOND DAY AIR

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, D.C. 20423-0001

Re: Release of Records 21299 and 21299-A

Dear Secretary Williams:

Enclosed is one original and one copy of the document described below, to be recorded pursuant to 49 C.F.R. § 1177 and U.S.C. § 11301.

The document is an Instrument of Satisfaction and Release, dated as of January 12, 2004 (the "Release"). The documents to which the Release relate are recorded with the U.S. Surface Transportation Board under Recordation No. 21299 and 21299-A. We request that the Release be recorded under Recordation No. 21299-B.

The name and address of the secured party to the Release is:

Fleet Capital Corporation
(Acquiror of BancBoston Leasing Inc.)
One Financial Plaza, 6th Floor
Providence, Rhode Island 02903

A description of the equipment covered by the Release consists of all equipment as set forth on Exhibit No. 1 to that certain Assignment of Memorandum of Lease Agreement, dated as of March 31, 1998, between Wabash National Finance Corporation (now known as Apex Trailer Leasing & Rentals, L.P.), as Assignor, BancBoston Leasing Inc. (now known as Fleet Capital Corporation), as Assignee and National Railroad Passenger Corporation, as Lessee.

The Honorable Vernon A. Williams
January 13, 2004
Page 2

A short summary of the document to appear in the index is as follows: an Instrument of Satisfaction and Release by BancBoston Leasing Inc. (now known as Fleet Capital Corporation), covering all equipment as set forth on Exhibit No. 1 to that certain Assignment of Memorandum of Lease Agreement, dated as of March 31, 1998, between Wabash National Finance Corporation (now known as Apex Trailer Leasing & Rentals, L.P.), as Assignor, BancBoston Leasing Inc. (now known as Fleet Capital Corporation), as Assignee and National Railroad Passenger Corporation, as Lessee.

Enclosed herewith is \$30 for the filing fee. Please return one copy of the file-stamped Release to the undersigned in the envelope provided.

Thank you for your attention to this matter. Please contact me should you have any questions.

Regards,

BAKER & DANIELS



Julie C. Fischer

JCF:kdm

Enclosures

cc: Kimberly Davis

RECORDATION NO. 21299B FILED

JAN 15 '04 2-08 PM

SURFACE TRANSPORTATION BOARD

INSTRUMENT OF SATISFACTION AND RELEASE ("Instrument"), dated as of January 1~~2~~, 2004, by BancBoston Leasing Inc. (now known as Fleet Capital Corporation) ("Assignee"), pursuant to that certain Assignment of Memorandum of Lease Agreement, dated as of March 31, 1998 ("Memorandum"), between Wabash National Finance Corporation (now known as Apex Trailer Leasing & Rentals, L.P.) ("Assignor") and Assignee.

WITNESSETH

WHEREAS, Assignor subleased certain equipment to National Railroad Passenger Corporation on the terms of that certain Lease Agreement, dated as of May 7, 1997 (the "Lease"), which equipment is set forth on Exhibit No. 1 to the Memorandum (the "Equipment").

WHEREAS, by that certain Memorandum, Assignor assigned over to Assignee all of Assignor's right, title and interest in and to the Equipment.

WHEREAS, the Memorandum was filed and recorded with the U.S. Surface Transportation Board ("STB") on March 20, 1998 as Recordation No. 21299-A, which filing refers to the primary Memorandum of Lease Agreement filed with the STB on March 31, 1998 as Recordation No. 21299.

WHEREAS, Assignee desires to execute this Instrument to evidence for the public record the satisfaction and release of all of Assignee's rights and obligations under the Lease with respect to the Equipment.

NOW, THEREFORE, in consideration of the mutual premises set forth herein, Assignee does hereby acknowledge and confirm for the public record the satisfaction and release of all of Assignee's rights and obligations arising under the Lease with respect to the Equipment. Assignee does hereby acknowledge and agree that all of the monetary obligations of the lessee under the Lease have been fully discharged and satisfied and Assignee does hereby release its security interest in the Equipment and the Lease with regard to the Equipment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, Assignee has executed or caused this Instrument to be executed as of the date first above written.

FLEET CAPITAL CORPORATION

By: [Signature]
Name: Robert E. Merrill
Title: Vice President

STATE OF Rhode Island) SS:
COUNTY OF Providence

Before me, a Notary Public in and for said County and State, personally appeared Robert E. Merrill, the Vice President of Fleet Capital Corporation ("Assignee"), who, being first duly sworn, acknowledged the execution of the foregoing Instrument of Satisfaction and Release for and on behalf of Assignee, as the duly authorized _____ of Assignee.

Witness my hand and Notarial Seal this 12th day of January, 2004.

[Signature]
Notary Public

Printed Name: Francine Turner
Resident of Rhode Island County, Providence
My Commission Expires: 8/13/05

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

RECORDATION NO. 21299 FILED

MAR 31 '98 11-50AM

March 31, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of March 31, 1998. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

BancBoston Leasing Inc.
111 S. Calvert Street
Baltimore, MD 21202

Lessee:

Wabash National Finance Corporation
9 North Vail Avenue
Arlington Heights, IL 60005

A description of the equipment covered by the Memorandum of Lease Agreement consists of 94 roadrailer intermediate rail bogies numbered AMTK 5502-5595, inclusive, and 16 roadrailer couplement rail bogies numbered AMTK 5200-5215, inclusive.

A fee of \$26.00 is enclosed. Please return one original to:

Louis E. Gitomer

Counterparts - [Signature]

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 31 11 50 AM '98

BALL JANIK LLP

Honorable Vernon A. Williams

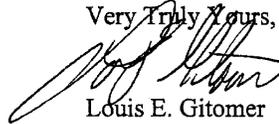
March 31, 1998

Page 2

Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between BancBoston Leasing Inc., 111 S. Calvert Street, Baltimore, MD 21202, and Wabash National Finance Corporation, 9 North Vail Avenue, Arlington Heights, IL, 60005, covering 94 roadrailer intermediate rail bogies numbered AMTK 5502-5595, inclusive, and 16 roadrailer couplmate rail bogies numbered AMTK 5200-5215, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 21299 FILED

MAR 31 '98

11-50AM

MEMORANDUM OF LEASE AGREEMENT

dated as of March 31, 1998

between

WABASH NATIONAL FINANCE CORPORATION

as Lessee,

and

BANCBOSTON LEASING INC.

as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD

PURSUANT TO 49 U.S.C. § 11301

on _____, 1998 at __:__.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 31, 1998, by and between BANCOSTON LEASING INC. ("Lessor") and WABASH NATIONAL FINANCE CORPORATION ("Lessee") with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, that certain equipment described on Exhibit No. 1 attached hereto.

All of such equipment is more fully described in that certain Master Lease Agreement dated as of September 5, 1997, and Equipment Schedule No. C-3 thereto and incorporating the terms thereof, dated as of March 31, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of March, 1998, before me appeared _____ the person who signed this instrument, who acknowledged that (s)he is the _____ of BANCOSTON LEASING INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

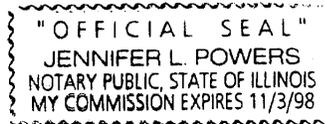
STATE OF Illinois)
) ss.
COUNTY OF Cook)

On this 31st day of March, 1998, before me appeared RICHARD DESSIMORE the person who signed this instrument, who acknowledged that (s)he is the VICE PRESIDENT of WABASH NATIONAL FINANCE CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Jennifer L. Powers
Notary Public

My commission expires:



**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF BOGIES AND REPORTING MARKS

	EQUIPMENT	AMTRAK UNIT NUMBER	SERIAL NUMBER
1	Roadrailer Intermediate Rail Bogie	AMTK 5502	430821
2	Roadrailer Intermediate Rail Bogie	AMTK 5503	430822
3	Roadrailer Intermediate Rail Bogie	AMTK 5504	430823
4	Roadrailer Intermediate Rail Bogie	AMTK 5505	430824
5	Roadrailer Intermediate Rail Bogie	AMTK 5506	430825
6	Roadrailer Intermediate Rail Bogie	AMTK 5507	430826
7	Roadrailer Intermediate Rail Bogie	AMTK 5508	430827
8	Roadrailer Intermediate Rail Bogie	AMTK 5509	430828
9	Roadrailer Intermediate Rail Bogie	AMTK 5510	430829
10	Roadrailer Intermediate Rail Bogie	AMTK 5511	430830
11	Roadrailer Intermediate Rail Bogie	AMTK 5512	430831
12	Roadrailer Intermediate Rail Bogie	AMTK 5513	430832
13	Roadrailer Intermediate Rail Bogie	AMTK 5514	430833
14	Roadrailer Intermediate Rail Bogie	AMTK 5515	430834
15	Roadrailer Intermediate Rail Bogie	AMTK 5516	430835
16	Roadrailer Intermediate Rail Bogie	AMTK 5517	430836
17	Roadrailer Intermediate Rail Bogie	AMTK 5518	430837
18	Roadrailer Intermediate Rail Bogie	AMTK 5519	430838
19	Roadrailer Intermediate Rail Bogie	AMTK 5520	430839
20	Roadrailer Intermediate Rail Bogie	AMTK 5521	430840
21	Roadrailer Intermediate Rail Bogie	AMTK 5522	430841
22	Roadrailer Intermediate Rail Bogie	AMTK 5523	430842
23	Roadrailer Intermediate Rail Bogie	AMTK 5524	430843
24	Roadrailer Intermediate Rail Bogie	AMTK 5525	430844
25	Roadrailer Intermediate Rail Bogie	AMTK 5526	441090
26	Roadrailer Intermediate Rail Bogie	AMTK 5527	441091
27	Roadrailer Intermediate Rail Bogie	AMTK 5528	441092
28	Roadrailer Intermediate Rail Bogie	AMTK 5529	441093
29	Roadrailer Intermediate Rail Bogie	AMTK 5530	441094
30	Roadrailer Intermediate Rail Bogie	AMTK 5531	441095
31	Roadrailer Intermediate Rail Bogie	AMTK 5532	441096
32	Roadrailer Intermediate Rail Bogie	AMTK 5533	441097
33	Roadrailer Intermediate Rail Bogie	AMTK 5534	441098
34	Roadrailer Intermediate Rail Bogie	AMTK 5535	441099
35	Roadrailer Intermediate Rail Bogie	AMTK 5536	441100
36	Roadrailer Intermediate Rail Bogie	AMTK 5537	441101
37	Roadrailer Intermediate Rail Bogie	AMTK 5538	441102
38	Roadrailer Intermediate Rail Bogie	AMTK 5539	441103
39	Roadrailer Intermediate Rail Bogie	AMTK 5540	441104
40	Roadrailer Intermediate Rail Bogie	AMTK 5541	441105
41	Roadrailer Intermediate Rail Bogie	AMTK 5542	441106
42	Roadrailer Intermediate Rail Bogie	AMTK 5543	441107
43	Roadrailer Intermediate Rail Bogie	AMTK 5544	441108
44	Roadrailer Intermediate Rail Bogie	AMTK 5545	441109
45	Roadrailer Intermediate Rail Bogie	AMTK 5546	441110

46	Roadrailer Intermediate Rail Bogie	AMTK 5547	441111
47	Roadrailer Intermediate Rail Bogie	AMTK 5548	441112
48	Roadrailer Intermediate Rail Bogie	AMTK 5549	441113
49	Roadrailer Intermediate Rail Bogie	AMTK 5550	441114
50	Roadrailer Intermediate Rail Bogie	AMTK 5551	441115
51	Roadrailer Intermediate Rail Bogie	AMTK 5552	441116
52	Roadrailer Intermediate Rail Bogie	AMTK 5553	441117
53	Roadrailer Intermediate Rail Bogie	AMTK 5554	441118
54	Roadrailer Intermediate Rail Bogie	AMTK 5555	441119
55	Roadrailer Intermediate Rail Bogie	AMTK 5556	441120
56	Roadrailer Intermediate Rail Bogie	AMTK 5557	441121
57	Roadrailer Intermediate Rail Bogie	AMTK 5558	441122
58	Roadrailer Intermediate Rail Bogie	AMTK 5559	441123
59	Roadrailer Intermediate Rail Bogie	AMTK 5560	441124
60	Roadrailer Intermediate Rail Bogie	AMTK 5561	441125
61	Roadrailer Intermediate Rail Bogie	AMTK 5562	441126
62	Roadrailer Intermediate Rail Bogie	AMTK 5563	441127
63	Roadrailer Intermediate Rail Bogie	AMTK 5564	441128
64	Roadrailer Intermediate Rail Bogie	AMTK 5565	441129
65	Roadrailer Intermediate Rail Bogie	AMTK 5566	441130
66	Roadrailer Intermediate Rail Bogie	AMTK 5567	441131
67	Roadrailer Intermediate Rail Bogie	AMTK 5568	441132
68	Roadrailer Intermediate Rail Bogie	AMTK 5569	441133
69	Roadrailer Intermediate Rail Bogie	AMTK 5570	441134
70	Roadrailer Intermediate Rail Bogie	AMTK 5571	441135
71	Roadrailer Intermediate Rail Bogie	AMTK 5572	441136
72	Roadrailer Intermediate Rail Bogie	AMTK 5573	441137
73	Roadrailer Intermediate Rail Bogie	AMTK 5574	441138
74	Roadrailer Intermediate Rail Bogie	AMTK 5575	441139
75	Roadrailer Intermediate Rail Bogie	AMTK 5576	441140
76	Roadrailer Intermediate Rail Bogie	AMTK 5577	441141
77	Roadrailer Intermediate Rail Bogie	AMTK 5578	441142
78	Roadrailer Intermediate Rail Bogie	AMTK 5579	441143
79	Roadrailer Intermediate Rail Bogie	AMTK 5580	441144
80	Roadrailer Intermediate Rail Bogie	AMTK 5581	441145
81	Roadrailer Intermediate Rail Bogie	AMTK 5582	441146
82	Roadrailer Intermediate Rail Bogie	AMTK 5583	441147
83	Roadrailer Intermediate Rail Bogie	AMTK 5584	441148
84	Roadrailer Intermediate Rail Bogie	AMTK 5585	441149
85	Roadrailer Intermediate Rail Bogie	AMTK 5586	441150
86	Roadrailer Intermediate Rail Bogie	AMTK 5587	441151
87	Roadrailer Intermediate Rail Bogie	AMTK 5588	441152
88	Roadrailer Intermediate Rail Bogie	AMTK 5589	441153
89	Roadrailer Intermediate Rail Bogie	AMTK 5590	441154
90	Roadrailer Intermediate Rail Bogie	AMTK 5591	441155
91	Roadrailer Intermediate Rail Bogie	AMTK 5592	441156
92	Roadrailer Intermediate Rail Bogie	AMTK 5593	441157
93	Roadrailer Intermediate Rail Bogie	AMTK 5594	441158
94	Roadrailer Intermediate Rail Bogie	AMTK 5595	441159
95	Roadrailer Couplermate Rail Bogie	AMTK 5200	430845
96	Roadrailer Couplermate Rail Bogie	AMTK 5201	430846
97	Roadrailer Couplermate Rail Bogie	AMTK 5202	430847
98	Roadrailer Couplermate Rail Bogie	AMTK 5203	430848

99	Roadrailer Couplermate Rail Bogie	AMTK 5204	441166
100	Roadrailer Couplermate Rail Bogie	AMTK 5205	441167
101	Roadrailer Couplermate Rail Bogie	AMTK 5206	441168
102	Roadrailer Couplermate Rail Bogie	AMTK 5207	441169
103	Roadrailer Couplermate Rail Bogie	AMTK 5208	441178
104	Roadrailer Couplermate Rail Bogie	AMTK 5209	441179
105	Roadrailer Couplermate Rail Bogie	AMTK 5210	490579
106	Roadrailer Couplermate Rail Bogie	AMTK 5211	490580
107	Roadrailer Couplermate Rail Bogie	AMTK 5212	490581
108	Roadrailer Couplermate Rail Bogie	AMTK 5213	490582
109	Roadrailer Couplermate Rail Bogie	AMTK 5214	490583
110	Roadrailer Couplermate Rail Bogie	AMTK 5215	490584

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

lgitomer@bjllp.com

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

May 20, 1998

RECORDATION NO. **21299-A** FILED

MAY 20 '98 2-25 PM



Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment of Memorandum of Lease Agreement, a secondary document, dated as of March 31, 1998. The primary document to which this is connected is recorded under Recordation No. 21299. We request that one copy of this document be recorded under Recordation No. 21299-A.

The names and addresses of the parties to the Assignment of Memorandum of Lease Agreement are:

Assignee:

BancBoston Leasing Inc.
111 S. Calvert Street
Baltimore, MD 21202



Assignor:

Wabash National Finance Corporation
9 North Vail Avenue
Arlington Heights, IL 60005

Lessee:

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, DC 20002

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 20 2 25 PM '98

BALL JANIK LLP

Honorable Vernon A. Williams
May 20, 1998
Page 2

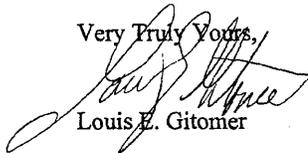
A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 94 roadrailer intermediate rail bogies numbered AMTK 5502-5595, inclusive, and 16 roadrailer couplamate rail bogies numbered AMTK 5200-5215, inclusive.

A fee of \$26.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment of Memorandum of Lease Agreement between BancBoston Leasing Inc., 111 S. Calvert Street, Baltimore, MD 21202, Wabash National Finance Corporation, 9 North Vail Avenue, Arlington Heights, IL, 60005, and National Railroad Passenger Corporation, 60 Massachusette Avenue, N.E., Washington, DC 20002, covering 94 roadrailer intermediate rail bogies numbered AMTK 5502-5595, inclusive, and 16 roadrailer couplamate rail bogies numbered AMTK 5200-5215, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

Surface Transportation Board
Washington, D.C. 20423-0001

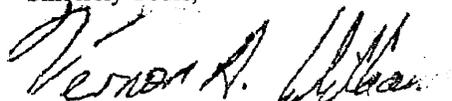
May 20, 1998

Louis E. Gitomer
Ball Janik LLP
1455 F Street, NW, Suite 225
Washington, D.C. 20005

Dear Mr. Gitomer:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and
and 49 CFR 1177.3 (s), on / May 20, 1998 at 2:25PM and assigned
recordation number(s) 18686-C And 21299-A .

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 52.00 The amount indicated at the left has been received in payment of a
fee in connection with a document filed on the date shown. This receipt is issued for
the amount paid and in no way indicates acknowledgement the fee paid is correct. This
is accepted subject to review of the document which has been assigned the transaction
number corresponding to the one typed on this receipt. In the event of an error or any
questions concerning this fee, you will receive a notification after the Surface Transport-
ation Board has had an opportunity to examine your document.

Signature: Taledia M. Stokes

RECORDATION NO. 21299-A FILED

MAY 20 '98

2-25 PM

ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

dated as of March 31, 1998

among

**WABASH NATIONAL FINANCE CORPORATION
as Assignor,**

**BANCBOSTON LEASING INC.
as Assignee**

and

**NATIONAL RAILROAD PASSENGER CORPORATION
as Lessee**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on April __, 1998 at __:__.m.**

ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 31, 1998, by and among BANCOSTON LEASING INC. ("Assignee"), WABASH NATIONAL FINANCE CORPORATION ("Assignor") and NATIONAL RAILROAD PASSENGER CORPORATION ("Lessee"), with reference to the following:

1. Assignee has agreed to purchase and lease to Assignor, and Assignor has agreed to lease from Assignee, that certain equipment described on Exhibit No. 1 attached hereto (the "Equipment").

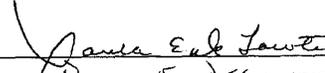
All of such equipment is more fully described in that certain Master Lease Agreement dated as of September 5, 1997, and Equipment Schedule No. C-3 thereto and incorporating the terms thereof, dated as of March 31, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Prime Lease"), each between Assignee and Assignor.

2. Assignor has agreed to sublease the Equipment to Lessee, and Lessee has agreed to sublease the Equipment from Assignor; all on the terms of that certain Lease Agreement dated as of May 7, 1997, and Schedule A to Lease Agreement dated as of February 12, 1998, Schedule B to Lease Agreement dated as of February 13, 1998, Schedule C to Lease Agreement dated as of March 9, 1998, Schedule D to Lease Agreement dated as of February 14, 1998, and Schedule E to Lease Agreement dated as of February 16, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Sublease"), each between Assignor and Lessee.
3. The Sublease is effective as of the date of each applicable Schedule thereto, and is subject to the terms specified in the Sublease, and any extension of such term to the extent provided for in the Sublease.
4. As security for its obligations under the Prime Lease, Assignor assigns, sets over and transfers to Assignee, its successors and assigns, all of its right, title and interest in and to the Sublease and all extensions and renewals thereof, which assignment shall be effective as of the date hereof and shall be subject to the terms and conditions specified in the Prime Lease.

This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Assignment of Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

BANCBOSTON LEASING INC.

By: 
Name: Paul E. DeLasson
Title: ASSISTANT VICE PRESIDENT

WABASH NATIONAL FINANCE CORPORATION

By: 
Name: RICHARD E. DESSIMO
Title: VICE PRESIDENT

NATIONAL RAILROAD PASSENGER CORPORATION

By: 
Name: BRIAN ADAM
Title: TREASURER

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this 19th day of May, 1998, before me appeared Bud DeLoatch, the person who signed this instrument, who acknowledged that (s)he is the Assistant Vice President of BANCOSTON LEASING INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Robi W. Donovan
Notary Public

My commission expires:

Jan. 8, 1999

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 7th day of May, 1998, before me appeared Richard E. Desjardis the person who signed this instrument, who acknowledged that (s)he is the Vice President of WABASH NATIONAL FINANCE CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Arlene M. Feiner
Notary Public

My commission expires:

September 7, 1999

STATE OF DISTRICT)
COUNTY OF OF Columbia) ss.

On this 12th day of MAY, 1998, before me appeared BRIAN D. ADAM, the person who signed this instrument, who acknowledged that (s)he is the TREASURER of NATIONAL RAILROAD PASSENGER CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

A handwritten signature in cursive script, appearing to read "John V. D...", written over a horizontal line.
Notary Public

My commission expires:

January 1, 2000

EXHIBIT NO. 1
TO ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF BOGIES AND REPORTING MARKS

	<i>EQUIPMENT</i>	<i>AMTRAK UNIT NUMBER</i>	<i>SERIAL NUMBER</i>
1	Roadrailer Intermediate Rail Bogie	AMTK 5502	430821
2	Roadrailer Intermediate Rail Bogie	AMTK 5503	430822
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18	Roadrailer Intermediate Rail Bogie	AMTK 5519	430838
19	Roadrailer Intermediate Rail Bogie	AMTK 5520	430839
20	Roadrailer Intermediate Rail Bogie	AMTK 5521	430840
21	Roadrailer Intermediate Rail Bogie	AMTK 5522	430841
22	Roadrailer Intermediate Rail Bogie	AMTK 5523	430842
23	Roadrailer Intermediate Rail Bogie	AMTK 5524	430843
24	Roadrailer Intermediate Rail Bogie	AMTK 5525	430844
25	Roadrailer Intermediate Rail Bogie	AMTK 5526	441090
26	Roadrailer Intermediate Rail Bogie	AMTK 5527	441091
27	Roadrailer Intermediate Rail Bogie	AMTK 5528	441092
28	Roadrailer Intermediate Rail Bogie	AMTK 5529	441093
29	Roadrailer Intermediate Rail Bogie	AMTK 5530	441094
30	Roadrailer Intermediate Rail Bogie	AMTK 5531	441095
31	Roadrailer Intermediate Rail Bogie	AMTK 5532	441096
32	Roadrailer Intermediate Rail Bogie	AMTK 5533	441097
33	Roadrailer Intermediate Rail Bogie	AMTK 5534	441098
34	Roadrailer Intermediate Rail Bogie	AMTK 5535	441099
35	Roadrailer Intermediate Rail Bogie	AMTK 5536	441100
36	Roadrailer Intermediate Rail Bogie	AMTK 5537	441101
37	Roadrailer Intermediate Rail Bogie	AMTK 5538	441102
38	Roadrailer Intermediate Rail Bogie	AMTK 5539	441103
39	Roadrailer Intermediate Rail Bogie	AMTK 5540	441104
40	Roadrailer Intermediate Rail Bogie	AMTK 5541	441105
41	Roadrailer Intermediate Rail Bogie	AMTK 5542	441106
42	Roadrailer Intermediate Rail Bogie	AMTK 5543	441107
43	Roadrailer Intermediate Rail Bogie	AMTK 5544	441108
44	Roadrailer Intermediate Rail Bogie	AMTK 5545	441109
45	Roadrailer Intermediate Rail Bogie	AMTK 5546	441110

46	Roadrailer Intermediate Rail Bogie	AMTK 5547	441111
47	Roadrailer Intermediate Rail Bogie	AMTK 5548	441112
48	Roadrailer Intermediate Rail Bogie	AMTK 5549	441113
49	Roadrailer Intermediate Rail Bogie	AMTK 5550	441114
50	Roadrailer Intermediate Rail Bogie	AMTK 5551	441115
51	Roadrailer Intermediate Rail Bogie	AMTK 5552	441116
52	Roadrailer Intermediate Rail Bogie	AMTK 5553	441117
53	Roadrailer Intermediate Rail Bogie	AMTK 5554	441118
54	Roadrailer Intermediate Rail Bogie	AMTK 5555	441119
55	Roadrailer Intermediate Rail Bogie	AMTK 5556	441120
56	Roadrailer Intermediate Rail Bogie	AMTK 5557	441121
57	Roadrailer Intermediate Rail Bogie	AMTK 5558	441122
58	Roadrailer Intermediate Rail Bogie	AMTK 5559	441123
59	Roadrailer Intermediate Rail Bogie	AMTK 5560	441124
60	Roadrailer Intermediate Rail Bogie	AMTK 5561	441125
61	Roadrailer Intermediate Rail Bogie	AMTK 5562	441126
62	Roadrailer Intermediate Rail Bogie	AMTK 5563	441127
63	Roadrailer Intermediate Rail Bogie	AMTK 5564	441128
64	Roadrailer Intermediate Rail Bogie	AMTK 5565	441129
65	Roadrailer Intermediate Rail Bogie	AMTK 5566	441130
66	Roadrailer Intermediate Rail Bogie	AMTK 5567	441131
67	Roadrailer Intermediate Rail Bogie	AMTK 5568	441132
68	Roadrailer Intermediate Rail Bogie	AMTK 5569	441133
69	Roadrailer Intermediate Rail Bogie	AMTK 5570	441134
70	Roadrailer Intermediate Rail Bogie	AMTK 5571	441135
71	Roadrailer Intermediate Rail Bogie	AMTK 5572	441136
72	Roadrailer Intermediate Rail Bogie	AMTK 5573	441137
73	Roadrailer Intermediate Rail Bogie	AMTK 5574	441138
74	Roadrailer Intermediate Rail Bogie	AMTK 5575	441139
75	Roadrailer Intermediate Rail Bogie	AMTK 5576	441140
76	Roadrailer Intermediate Rail Bogie	AMTK 5577	441141
77	Roadrailer Intermediate Rail Bogie	AMTK 5578	441142
78	Roadrailer Intermediate Rail Bogie	AMTK 5579	441143
79	Roadrailer Intermediate Rail Bogie	AMTK 5580	441144
80	Roadrailer Intermediate Rail Bogie	AMTK 5581	441145
81	Roadrailer Intermediate Rail Bogie	AMTK 5582	441146
82	Roadrailer Intermediate Rail Bogie	AMTK 5583	441147
83	Roadrailer Intermediate Rail Bogie	AMTK 5584	441148
84	Roadrailer Intermediate Rail Bogie	AMTK 5585	441149
85	Roadrailer Intermediate Rail Bogie	AMTK 5586	441150
86	Roadrailer Intermediate Rail Bogie	AMTK 5587	441151
87	Roadrailer Intermediate Rail Bogie	AMTK 5588	441152
88	Roadrailer Intermediate Rail Bogie	AMTK 5589	441153
89	Roadrailer Intermediate Rail Bogie	AMTK 5590	441154
90	Roadrailer Intermediate Rail Bogie	AMTK 5591	441155
91	Roadrailer Intermediate Rail Bogie	AMTK 5592	441156
92	Roadrailer Intermediate Rail Bogie	AMTK 5593	441157
93	Roadrailer Intermediate Rail Bogie	AMTK 5594	441158
94	Roadrailer Intermediate Rail Bogie	AMTK 5595	441159
95	Roadrailer Couplermate Rail Bogie	AMTK 5200	430845
96	Roadrailer Couplermate Rail Bogie	AMTK 5201	430846
97	Roadrailer Couplermate Rail Bogie	AMTK 5202	430847
98	Roadrailer Couplermate Rail Bogie	AMTK 5203	430848

99	Roadrailer Couplermate Rail Bogie	AMTK 5204	441166
100	Roadrailer Couplermate Rail Bogie	AMTK 5205	441167
101	Roadrailer Couplermate Rail Bogie	AMTK 5206	441168
102	Roadrailer Couplermate Rail Bogie	AMTK 5207	441169
103	Roadrailer Couplermate Rail Bogie	AMTK 5208	441178
104	Roadrailer Couplermate Rail Bogie	AMTK 5209	441179
105	Roadrailer Couplermate Rail Bogie	AMTK 5210	490579
106	Roadrailer Couplermate Rail Bogie	AMTK 5211	490580
107	Roadrailer Couplermate Rail Bogie	AMTK 5212	490581
108	Roadrailer Couplermate Rail Bogie	AMTK 5213	490582
109	Roadrailer Couplermate Rail Bogie	AMTK 5214	490583
110	Roadrailer Couplermate Rail Bogie	AMTK 5215	490584