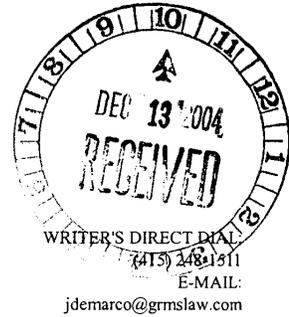


GREENE RADOVSKY MALONEY & SHARE LLP
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP
FOUR EMBARCADERO CENTER
SUITE 4000
SAN FRANCISCO, CA 94111-4100
TELEPHONE: (415) 981-1400
FACSIMILE: (415) 777-4961



December 10, 2004

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW, Suite 703
Washington, DC 20423

RECORDATION NO. 24753 FILED
DEC 15 '04 4-11 PM
SURFACE TRANSPORTATION BOARD

Re: Recordation Numbers: 24752 & 24753

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are an original and two (2) copies each of two Assignments of Memorandum of Lease Agreement dated as of November 18, 2004, each a secondary document as defined in the Board's Rules for the Recordation of Documents. Please use the originals for recordation and file-stamp and return the copies in the enclosed envelope addressed to my attention.

The enclosed relate to Memoranda of Lease Agreement previously filed with the Board under Recordation numbers 24752 and 24753, respectively, and Assignments of each Memorandum of Lease Agreement previously filed under Recordation numbers 2472A and 2473A, respectively.

The names and addresses of the parties to the enclosed documents are:

Assignor: Hudson United Bank,
Acting through its United Capital Division
87 Post Road East
Westport, CT 06880

Assignee: AMRR Corp.
220 Juana Avenue
San Leandro, CA 94577

GREENE RADOVSKY MALONEY & SHARE LLP

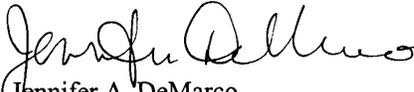
Mr. Vernon A. Williams
December 10, 2004
Page 2

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

- 1) 373 RailRoader Mark V vans and bogies as more particularly set forth on Exhibit 1 to the Memorandum of Lease Agreement recorded under Recordation number 24752.
- 2) 651 RailRoader Mark V vans and bogies as more particularly set forth on Exhibit 1 to the Memorandum of Lease Agreement recorded under Recordation number 24753

Also enclosed is a check in the amount of \$32.00 to satisfy the recordation fee. Thank you for your assistance. I can be reached at (415) 248-1511, should you have any questions regarding the foregoing.

Sincerely,


Jennifer A. DeMarco

JAD/jad
Enclosures

cc (w/o enclosures):

Jeff Alpert, AMRR Corp.
Darcy Adiletta, Hudson United Bank
Russell D. Pollock

GREENE RADOVSKY MALONEY & SHARE LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP
FOUR EMBARCADERO CENTER
SUITE 4000
SAN FRANCISCO, CA 94111-4100
TELEPHONE: (415) 981-1400
FACSIMILE: (415) 777-4961



December 16, 2004

VIA FEDERAL EXPRESS

Ms. Karen January
Surface Transportation Board
1925 K Street, NW, Suite 703
Washington, DC 20423

Re: Recordation Numbers: 24752 & 24753

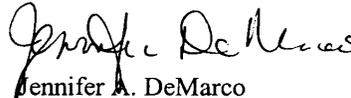
Dear Ms. January:

Pursuant to our telephone conversation, enclosed is a check in the amount of \$32.00 to satisfy the balance of the recordation fee for the above-referenced items. As you informed me, the total fee amount was actually \$64.00.

You have already received, via Federal Express on December 13, 2004, a check in the amount of \$32.00 along with two (2) Assignments of Memorandum of Lease that related to Memoranda of Lease Agreement previously filed with the Board under Recordation numbers 24752 and 24753, respectively, and Assignments of each Memorandum of Lease Agreement previously filed under Recordation numbers 24572A and 24573A, respectively.

I can be reached at (415) 248-1511, should you have any questions regarding the foregoing.

Sincerely,


Jennifer A. DeMarco

JAD/jad
Enclosures

RECORDATION NO. 24753-C FILED

DEC 15 '04 4-11 PM

SURFACE TRANSPORTATION BOARD

ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

Dated as of November 8, 2004

between

HUDSON UNITED BANK
as Assignor,

and

AMRR CORP.
as Assignee

FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. §11301
on _____, 2004, at __: __.m.

Re: Recordation #24753A

ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 18, 2004, by and between AMRR CORP. ("Assignee") and HUDSON UNITED BANK, acting through its United Capital Division ("Assignor"), with reference to the following:

Recitals

A. Pursuant to that certain Assignment of Memorandum of Lease Agreement dated as of December 23, 2003 and filed with the Surface Transportation Board on December 30, 2003 as Recordation No. 24753-A, as security for its obligations under a Loan Agreement dated as of December 23, 2003 (the "Loan Agreement"), Assignee previously assigned, set over and transferred to Assignor and its successors and assigns, all of Assignee's right, title and interest in and to that certain Lease Agreement dated as of February 12, 1999, and Equipment Schedules A through H thereto incorporating the terms thereof, together with all of the riders, amendments, lease supplements, schedules and other attachments thereto, between Assignee and National Railroad Passenger Corporation (the "Lease").

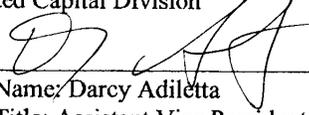
B. Assignee has satisfied and paid all of its obligation under the Loan Agreement, and Assignor desires to release its security interest in the Lease and the equipment covered thereby, and to reconvey its interests in the Lease.

NOW, THEREFORE, Assignor hereby assigns, sets over and transfers to Assignee and its successors and assigns, all of Assignor's right, title and interest in and to the Lease and all extensions and renewals thereof, which assignment shall be effective as of the date hereof.

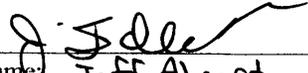
This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Assignment of Memorandum of Lease Agreement.

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 written above.

HUDSON UNITED BANK, acting through its
United Capital Division

By: 
Name: Darcy Adiletta
Title: Assistant Vice President

AMRR CORP.

By: 
Name: Jeff Alpert
Title: Secretary

STATE OF CONNECTICUT)
) ss. Westport
COUNTY OF FAIRFIELD)

On this 18 day of November, 2004, before me appeared Darcy Adiletta, the person who signed this instrument, who acknowledged that she is an Assistant Vice President of HUDSON UNITED BANK and that, being duly authorized, she signed such instrument as a free act on behalf of said banking corporation.

Jill Frattalone
Notary Public

[Seal]

My commission expires:

JILL FRATTALONE
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires March 31, 2006

STATE OF CALIFORNIA)
) ss.
COUNTY OF MARIN)

On this 7th day of November, 2004, before me appeared Jeffrey Dean Alpert, the person who signed this instrument, who acknowledged that he is the Secretary of AMRR CORP. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

Amy Jackson
Notary Public

[Seal]

My commission expires:

7/28/07

