

RECORDATION NO. 22592-^B FILED

JAN 22 '10 -3 45 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A. LESTER

January 22, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 99-G), dated as of January 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Lease of Railroad Equipment (Amtrak Trust 99-G) filed with the Board under Recordation Number 22592.

The names and addresses of the parties to the enclosed document are.

Lessor	Wilmington Trust Company, not in its individual capacity, but solely as Trustee) Rodney Square North 1100 North Market Street Wilmington, DE 19890
Lessee	National Railroad Passenger Corporation 10 G Street, NE Washington, DC 20002

**Chief, Section of Administration
January 22, 2010
Page 2**

A description of the railroad equipment covered by the enclosed document is.

58 railcars within the series AMTK 25005- AMTK 25077 as more particularly set forth in the attachment to the document.

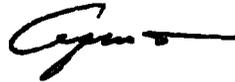
A short summary of the document to appear in the index is:

Memorandum of Amendment to Lease Supplement No 1 (Amtrak Trust 99-G)

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures**

JAN 22 '10 -3 45 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO LEASE SUPPLEMENT NO. 1
(AMTRAK TRUST 99-G)

1 Pursuant to the Lease of Railroad Equipment (Amtrak Trust 99-G), dated as of December 9, 1999 ("Lease"), between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("Trustee") under the Trust Agreement (Amtrak Trust 99-G) dated as of December 9, 1999, with Wilmington Trust Company, a Delaware banking corporation (in such capacity, 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"), as supplemented by that certain Lease Supplement No. 1 (Amtrak Trust 99-G) dated as of December 10, 1999 ("Supplement No. 1") the Lessor leased the railroad equipment described on Annex A attached hereto to Lessee. The parties executed a Memorandum of Lease of Railroad Equipment (Amtrak Trust 99-G), reflecting the foregoing, dated as of December 9, 1999, which Memorandum was filed with the Surface Transportation Board pursuant to Section 11303 of Title 49 of the United States Code on December 9, 1999, at 12:33 p.m., with the Recordation No. 22592. All terms used and not otherwise defined herein shall have the respective meanings provided in or by reference in the Lease.

2. Pursuant to the Amendment to Lease Supplement No. 1 (Amtrak Trust 99-G), dated as of January 22, 2010, between Lessor and Lessee, the Supplement No. 1 has been amended in certain respects and continues to be applicable to the railroad equipment described on Annex A attached hereto.

3. The addresses of the parties are as follows:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

National Railroad Passenger Corporation
60 Massachusetts Ave., NE
Washington, DC 2002
Attention: Treasurer

4. This Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 99-G) may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes

[Execution on next page, remainder of this page intentionally left blank]

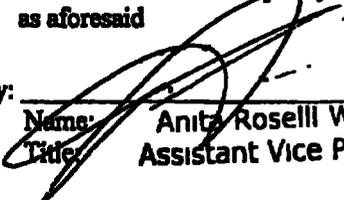
[Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 99-G) - STB]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 99-G) to be executed as of January 22 2010.

WILMINGTON TRUST COMPANY,

Not in its individual capacity but solely as Trustee,
as aforesaid

By:


Name: Anita Roselli Woolery
Title: Assistant Vice President

STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE)

On January 7, 2010, before me personally appeared Roselli Woolery to me personally known, who being by me duly sworn says that he/Assistant Vice President of Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

SUSANNE M. GULA
Notary Public - State of Delaware
My Comm. Expires Nov. 21, 2011

[NOTARIAL SEAL]

[Execution continued on next page, remainder of this page intentionally left blank]

[Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 99-G) - STB]

NATIONAL RAILROAD PASSENGER
CORPORATION

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

DISTRICT OF COLUMBIA)
) ss.:
)

On this 29th day of October 2009, before me personally appeared Dale M. Stein to me personally known, who being by me duly sworn, says that he/she 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/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Cliza F. Kelly
Notary Public, D.C.

My Commission Expires 31 July 2014

ANNEX A
EQUIPMENT

[See attached]

(AMTRAK TRUST 99-G)

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>Amtrak Equipment Numbers</u>
Amfleet II enhanced - Amcoach II	25005
Amfleet II enhanced - Amcoach II	25006
Amfleet II enhanced - Amcoach II	25011
Amfleet II enhanced - Amcoach II	25013
Amfleet II - Amcoach II	25015
Amfleet II - Amcoach II	25016
Amfleet II enhanced - Amcoach II	25017
Amfleet II - Amcoach II	25018
Amfleet II - Amcoach II	25019
Amfleet II enhanced - Amcoach II	25020
Amfleet II - Amcoach II	25021
Amfleet II - Amcoach II	25023
Amfleet II enhanced - Amcoach II	25024
Amfleet II - Amcoach II	25025
Amfleet II enhanced - Amcoach II	25026
Amfleet II enhanced - Amcoach II	25027
Amfleet II enhanced - Amcoach II	25028
Amfleet II - Amcoach II	25029
Amfleet II - Amcoach II	25030
Amfleet II - Amcoach II	25031
Amfleet II enhanced - Amcoach II	25032
Amfleet II enhanced - Amcoach II	25033
Amfleet II - Amcoach II	25034
Amfleet II enhanced - Amcoach II	25035
Amfleet II - Amcoach II	25037
Amfleet II - Amcoach II	25038
Amfleet II - Amcoach II	25039
Amfleet II enhanced - Amcoach II	25040
Amfleet II enhanced - Amcoach II	25041

Amfleet II	- Amcoach II	25042
Amfleet II enhanced	- Amcoach II	25043
Amfleet II	- Amcoach II	25044
Amfleet II enhanced	- Amcoach II	25046
Amfleet II	- Amcoach II	25047
Amfleet II enhanced	- Amcoach II	25048
Amfleet II enhanced	- Amcoach II	25049
Amfleet II enhanced	- Amcoach II	25050
Amfleet II enhanced	- Amcoach II	25051
Amfleet II	- Amcoach II	25052
Amfleet II enhanced	- Amcoach II	25054
Amfleet II enhanced	- Amcoach II	25055
Amfleet II enhanced	- Amcoach II	25056
Amfleet II enhanced	- Amcoach II	25062
Amfleet II enhanced	- Amcoach II	25063
Amfleet II enhanced	- Amcoach II	25064
Amfleet II	- Amcoach II	25065
Amfleet II	- Amcoach II	25066
Amfleet II enhanced	- Amcoach II	25067
Amfleet II	- Amcoach II	25068
Amfleet II enhanced	- Amcoach II	25069
Amfleet II	- Amcoach II	25070
Amfleet II	- Amcoach II	25071
Amfleet II	- Amcoach II	25072
Amfleet II enhanced	- Amcoach II	25073
Amfleet II enhanced	- Amcoach II	25074
Amfleet II	- Amcoach II	25075
Amfleet II	- Amcoach II	25076
Amfleet II	- Amcoach II	25077

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: 1/22/2010



Robert W Alvord