

RECORDATION NO. 23049-B FILED

MAR 08 '10 -3 30 PM

SURFACE TRANSPORTATION BOARD

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

March 8, 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 (Amtrak Trust 2000-D), dated as of March 8, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease of Railroad Equipment (Amtrak Trust 2000-D) filed with the Board under Recordation Number 23049.

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
March 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

48 railcars within the series AMTK 82020 - AMTK 82508 as more particularly set forth in the attachment to the document

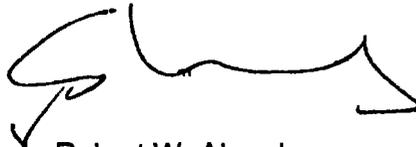
A short summary of the document to appear in the index is:

Memorandum of Amendment to Lease Supplement (Amtrak Trust 2000-D).

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAR 08 '10

-3 30 PM

MEMORANDUM OF AMENDMENT TO LEASE SUPPLEMENT
(AMTRAK TRUST 2000-D)

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease of Railroad Equipment (Amtrak Trust 2000-D), dated as of August 17, 2000 ("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 2000-D) dated as of August 17, 2000, 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 2000-D) dated August 17, 2000 ("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 2000-D), reflecting the foregoing, dated as of August 17, 2000, which Memorandum was filed with the Surface Transportation Board pursuant to Section 11303 of Title 49 of the United States Code on August 17, 2000, at 12:09 p.m. with the Recordation No. 23049. 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 2000-D), dated March 8, 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 20002
Attention: Treasurer

4. This Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-D) 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 2000-D) - STB]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-D) to be executed as of March 8, 2010.

WILMINGTON TRUST COMPANY,
Not in its individual capacity but solely as Trustee,
as aforesaid

By: [Signature]
Name:
Title: Robert J. Perkins
Vice President

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

On February 9, 2010, before me personally appeared Robert J. Perkins to me personally known, who being by me duly sworn says that he/she is 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.



[Signature]
Notary Public
My commission expires: LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires May 10, 2011
[NOTARIAL SEAL]

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

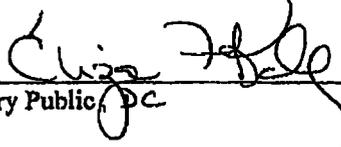
[Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-D) - STB]

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein 
Name: DALE M. STEIN
Title: TREASURER

DISTRICT OF COLUMBIA)
) ss.:
)

On this 5th day of MARCH 2010, 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.



Notary Public, DC

My Commission Expires: 31 July 2014

ANNEX A

EQUIPMENT

[See attached]

(AMTRAK TRUST 2000-D)

DESCRIPTION OF UNITS

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
82020	Amfleet I	Coach Class
82021	Amfleet I	Coach Class
82022	Amfleet I	Coach Class
82023	Amfleet I	Coach Class
82024	Amfleet I	Coach Class
82025	Amfleet I	Coach Class
82026	Amfleet I	Coach Class
82027	Amfleet I	Coach Class
82028	Amfleet I	Coach Class
82029	Amfleet I	Coach Class
82031	Amfleet I	Coach Class
82032	Amfleet I	Coach Class
82033	Amfleet I	Coach Class
82034	Amfleet I	Coach Class
82035	Amfleet I	Coach Class
82036	Amfleet I	Coach Class
82037	Amfleet I	Coach Class
82038	Amfleet I	Coach Class
82039	Amfleet I	Coach Class
82040	Amfleet I	Coach Class
82041	Amfleet I	Coach Class
82042	Amfleet I	Coach Class
82043	Amfleet I	Coach Class
82044	Amfleet I	Coach Class
82045	Amfleet I	Coach Class
82046	Amfleet I	Coach Class
82047	Amfleet I	Coach Class
82048	Amfleet I	Coach Class
82049	Amfleet I	Coach Class

Amtrak
Equipment
Number

Equipment Type

82050	Amfleet I	Coach Class
82051	Amfleet I	Coach Class
82052	Amfleet I	Coach Class
82053	Amfleet I	Coach Class
82054	Amfleet I	Coach Class
82055	Amfleet I	Coach Class
82056	Amfleet I	Coach Class
82057	Amfleet I	Coach Class
82058	Amfleet I	Coach Class
82059	Amfleet I	Coach Class
82060	Amfleet I	Coach Class
82061	Amfleet I	Coach Class
82062	Amfleet I	Coach Class
82063	Amfleet I	Coach Class
82064	Amfleet I	Coach Class
82065	Amfleet I	Coach Class
82066	Amfleet I	Coach Class
82067	Amfleet I	Coach Class
82508	Amfleet I	Coach Class

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: 3/8/10



Robert W Alvord