

RECORDATION NO. 23137-J FILED  
MARCH 26, 2014 12:25 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  

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 (202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

March 26, 2014

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 Partial Lease and Indenture Termination, dated as of March 26, 2014, 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 previously filed with the Board under Recordation Number 23137.

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

Lessor:	Amtrak 2000-SD-A Trust C/O Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19801
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington DC 20002

Section Chief  
March 26, 2014  
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Indenture Trustee: Manufacturers and Traders Trust Company  
25 South Charles Street  
Baltimore, MD 21202

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

Ten (10) railcars bearing the reporting marks and road numbers AMTK 6306, AMTK 6307, AMTK 6412 – AMTK 6414 inclusive, AMTK 6806, AMTK 6807, and AMTK 6906 – AMTK 6908 inclusive.

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

Memorandum of Partial Lease and Indenture Termination.

Also enclosed is a check in the amount of \$44.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF PARTIAL LEASE AND INDENTURE TERMINATION, dated as of March 26, 2014, by and among **NATIONAL RAILROAD PASSENGER CORPORATION**, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("**Amtrak**"), **AMTRAK 2000-SD-A TRUST**, a Delaware statutory trust (the "**Trust**"), all of the activities of which are conducted by **WILMINGTON TRUST COMPANY**, a Delaware trust company, not in its individual capacity but solely as trustee for the Trust (the "**Owner Trustee**", which term, unless the context otherwise requires, includes the Trust) and **MANUFACTURERS AND TRADERS TRUST COMPANY**, a national banking association (as successor-in-interest to Allfirst Bank), as Indenture Trustee (together with any successor indenture trustee, the "**Indenture Trustee**" and together with Amtrak and Owner Trustee, the "**Parties**"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Indenture (defined below).

**WHEREAS**, Owner Trustee, as lessor, and Amtrak, as lessee, entered into that certain (i) Lease of Railroad Equipment (Amtrak Trust 2000-SD-A), dated as of September 15, 2000 (the "**Lease**") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-SD-A), dated September 29, 2000 ("**Lease Supplement No. 1**"), a memorandum of which was recorded with the Surface Transportation Board (the "**STB**") on September 29, 2000 at 4:18 p.m. under Recordation No. 23137 and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 29, 2000 at 2:15 p.m., covering certain units of equipment as specified therein, (ii) Lease Supplement No. 2 (Amtrak Trust 2000-SD-A) dated December 19, 2000 (as amended by Amendment to Lease Supplement No. 2 (as defined below), "**Lease Supplement No. 2**"), a memorandum of which was recorded with the STB on December 19, 2000 at 12:26 p.m. under Recordation No. 23137-B and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 19, 2000 at 9:54 a.m., covering certain units of equipment as specified therein, (iii) Lease Supplement No. 3 (Amtrak Trust 2000-SD-A), dated March 26, 2001 ("**Lease Supplement No. 3**"), a memorandum of which was recorded with the STB on March 26, 2001 at 11:43 a.m. under Recordation No. 23137-D and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on March 26, 2001 at 10:51 a.m., covering the railroad equipment listed in Schedule A hereto, bearing the equipment numbers of Amtrak shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor (the "**Equipment**") and (iv) Amendment to Lease Supplement No. 2 (Amtrak Trust 2000-SD-A), dated March 8, 2013 ("**Amendment to Lease Supplement No. 2**"), which was recorded with the STB on March 8, 2013 at 4:10 p.m. under Recordation No. 23137-F and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on March 11, 2013 at 2:10 p.m., covering a certain unit of equipment as specified therein;

**WHEREAS**, Owner Trustee and Indenture Trustee entered into that certain (i) Trust Indenture and Security Agreement (Amtrak Trust 2000-SD-A), dated as of September 15, 2000 (the "**Indenture**") and that certain Indenture Supplement No. 1 (Amtrak Trust 2000-SD-A), dated September 29, 2000 ("**Indenture Supplement No. 1**"), a memorandum of which was recorded with the STB on September 29, 2000 at 4:32 p.m. under Recordation No. 23137-A and

deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 29, 2000 at 2:16 p.m., covering certain units of equipment as specified therein, (ii) Indenture Supplement No. 2 (Amtrak Trust 2000-SD-A), dated December 19, 2000 (as amended by Amendment to Indenture Supplement No. 2 (as defined below), “**Indenture Supplement No. 2**”), a memorandum of which was recorded with the STB on December 19, 2000, at 12:27 p.m. under Recordation No. 23137-C and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on December 19, 2000 at 9:55 a.m., covering certain units of equipment as specified therein, (iii) Indenture Supplement No. 3 (Amtrak Trust 2000-SD-A), dated March 26, 2001 (“**Indenture Supplement No. 3**”), a memorandum of which was recorded with the STB on March 26, 2001 at 11:50 a.m. under Recordation No. 23137-E and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on March 26, 2001 at 10:52 a.m., covering the Equipment, and (iv) Amendment to Indenture Supplement No. 2 (Amtrak Trust 2000-SD-A), dated March 8, 2013 (“**Amendment to Indenture Supplement No. 2**”), which was recorded with the STB on March 8, 2013 at 4:10 p.m. under Recordation No. 23137-G and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on March 11, 2013 at 2:10 p.m., covering a certain unit of equipment as specified therein;

**WHEREAS**, Amtrak, Owner Trustee and Indenture Trustee also entered into that certain Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 2000-SD-A), dated June 19, 2013, which was recorded with the STB on June 19, 2013 at 4:05 p.m. under Recordation No. 23137-H and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on June 20, 2013 at 10:47 a.m., evidencing the sale of the equipment previously covered by Lease Supplement No. 2 and Indenture Supplement No. 2 and the termination of the Lease and the Indenture solely with respect to such equipment;

**WHEREAS**, Amtrak, Owner Trustee and Indenture Trustee also entered into that certain Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 2000-SD-A), dated September 2, 2013, which was recorded with the STB on September 30, 2013 at 2:59 p.m. under Recordation No. 23137-I and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on October 31, 2013 at 3:45 p.m., reflecting for the public record the Casualty Occurrence with respect to the Unit bearing the equipment number AMTK 6902 and the termination of the Lease and the Indenture solely with respect to such Unit;

**WHEREAS**, Amtrak is purchasing the Equipment from Owner Trustee, and in connection therewith, (i) the lien of the Indenture and all rights of the Indenture Trustee thereunder in the Equipment are released and discharged, and Indenture Supplement No. 3 is terminated, and (ii) the Equipment is released from the Lease and the Lease, solely with respect to the Equipment, as supplemented by Lease Supplement No. 3, is terminated;

**WHEREAS**, the Lease, as supplemented by Lease Supplement No. 1, continues in full force and effect with respect to all equipment subject thereto;

**WHEREAS**, the Indenture, as supplemented by Indenture Supplement No. 1, continues in full force and effect with respect to all equipment subject thereto; and

**WHEREAS**, the Parties wish to show for the public record the existence of the aforesaid sale and assignment of the Equipment and the termination of the Lease and the Indenture, solely with respect to the Equipment.

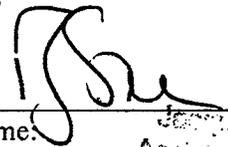
**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Memorandum of Partial Lease and Indenture Termination with the STB pursuant to 49 USC section 11301(a) and with the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act.

[Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 2000-SD-A)]

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

**AMTRAK 2000-SD-A TRUST**

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By:   
Name: James H. Collins  
Title: Assistant Vice President

[Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 2000-SD-A)]

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this 4 day of March, 2014, before me personally appeared \_\_\_\_\_ of \_\_\_\_\_ to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware trust company 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 trust company.

Vernessa E Robinson  
Notary Public

My commission expires

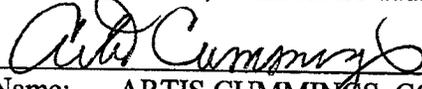
VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2014



[Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 2000-SD-A)]

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

**MANUFACTURERS AND TRADERS  
TRUST COMPANY**, as Indenture Trustee

By   
Name: ARTIS CUMMINGS, CCTS  
Title: TRUST OFFICER



[Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 2000-SD-A)]

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

**NATIONAL RAILROAD PASSENGER  
CORPORATION**

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

[Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 2000-SD-A)]

DISTRICT OF COLUMBIA            )  
  ) SS.:

On this 19<sup>th</sup> day of March 2014, before me personally appeared DALE M. STEIN, to me personally known, who, by me being duly sworn, says that he is 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catrina A. Peterson  
Notary Public

My commission expires  
Sept. 30, 2018



Schedule A to  
Memorandum of Partial Lease and  
Indenture Termination

**EQUIPMENT**

**(AMTRAK TRUST 2000-SD-A)**

<b>Equipment Type</b>	<b>Amtrak Equipment Numbers</b>
Two (2) Alstom Transportation Inc. Surfliner Café Cars	AMTK 6306, AMTK 6307
Three (3) Alstom Transportation Inc. Surfliner Coach Cars	AMTK 6412 - AMTK 6414, inclusive
Two (2) Alstom Transportation Inc. Surfliner Business Class Cars	AMTK 6806, AMTK 6807
Three (3) Alstom Transportation Inc. Surfliner Cab/Baggage/Coach Cars	AMTK 6906 - AMTK 6908, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 3/26/14

Edward M Luria  
Edward M. Luria