

RECORDATION NO 23671-D FILED  
January 02, 2014 04:30 PM  
SURFACE TRANSPORTATION BOARD

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

January 2, 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 Lease and Indenture Termination, dated as of January 2, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23671.

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

Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, NE Washington, DC 20002
Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001
Indenture Trustee:	Manufacturers and Traders Trust Company (as successor in interest to Allfirst Bank) 25 South Charles Street Baltimore, MD 21202

Chief  
Section of Administration  
December 31, 2013  
Page 2

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

24 GE P42-DC locomotives TERMINATED: AMTK 184 – AMTK 207, inclusive.

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

Memorandum of 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 LEASE AND INDENTURE TERMINATION, dated as of January 2, 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**"), **WILMINGTON TRUST COMPANY**, a Delaware trust company, not in its individual capacity, but solely as Owner Trustee (the "**Owner Trustee**") under the Trust Agreement (Amtrak Trust 2001-L-B), dated as of September 15, 2001 (the "**Trust Agreement**") 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 2001-L-B), dated as of September 15, 2001 (as modified, amended and/or supplemented from time to time, the "**Lease**") and that certain Lease Supplement No. 1 (Amtrak Trust 2001-L-B), dated September 26, 2001, a memorandum of which was recorded with the Surface Transportation Board (the "**STB**") on September 26, 2001 at 12:19 p.m. under Recordation No. 23671 and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 26, 2001 at 11:30 a.m., and (ii) Lease Supplement No. 2 (Amtrak Trust 2001-L-B) dated December 5, 2001, a memorandum of which was recorded with the STB on December 5, 2001 at 11:15 a.m. under Recordation No. 23671-B and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 5, 2001 at 1:05 p.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**");

**WHEREAS**, Owner Trustee and Indenture Trustee entered into that certain (i) Trust Indenture and Security Agreement (Amtrak Trust 2001-L-B) dated as of September 15, 2001 (as modified, amended and/or supplemented from time to time, the "**Indenture**"), and that certain Indenture Supplement No. 1 (Amtrak Trust 2001-L-B), dated September 26, 2001, a memorandum of which was recorded with the STB on September 26, 2001 at 12:40 p.m. under Recordation No. 23671-A and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 26, 2001 at 11:31 a.m., and (ii) Indenture Supplement No. 2 (Amtrak Trust 2001-L-B), dated December 5, 2001, a memorandum of which was recorded with the STB on December 5, 2001, at 11:17 a.m. under Recordation No. 23671-C and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on December 5, 2001 at 1:06 p.m., covering the Equipment;

**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 are released and discharged, and the Indenture is terminated, and (ii) the Equipment is released from the Lease and the Lease is terminated;

**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.

**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Memorandum of 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 Lease and Indenture Termination (Amtrak Trust 2001-L-B)]

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

WILMINGTON TRUST COMPANY, not  
in its individual capacity, but solely as  
Owner Trustee

By: 

Name: Jacqueline E. Solone  
Title: Assistant Vice President

[Memorandum of Lease and Indenture Termination (Amtrak Trust 2001-L-B)]

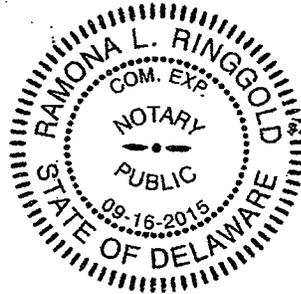
STATE OF DELAWARE            )  
  ) SS.:  
COUNTY OF NEW CASTLE    )

On this 17 day of December, before me personally appeared Jacqueline S. Collins to me personally known, who, by me being duly sworn, says that he/she is Jacqueline S. Collins 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.

  
\_\_\_\_\_  
Notary Public

My commission expires

RAMONA L. RINGGOLD  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 09-16-2015



[Memorandum of Lease and Indenture Termination (Amtrak Trust 2001-L-B)]

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

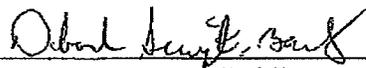
**MANUFACTURERS AND TRADERS  
TRUST COMPANY**, as Indenture Trustee

By   
Name: ARTIS CUMMINGS, CCTS  
Title: TRUST OFFICER

[Memorandum of Lease and Indenture Termination (Amtrak Trust 2001-L-B)]

STATE OF MARYLAND            )  
  ) SS.:  
CITY OF BALTIMORE            )

On this 17<sup>th</sup> day of December, 2013 before me personally appeared Artis Cummings, to me personally known, who by me being duly sworn, says that he/she is a Banking Officer of MANUFACTURERS AND TRADERS TRUST COMPANY, and that the foregoing instrument was signed on behalf of said 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 company.

  
\_\_\_\_\_  
Notary Public

My commission expires:

April 4, 2014

[Memorandum of Lease and Indenture Termination (Amtrak Trust 2001-L-B)]

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 (DS)  
Name: Dale M. Stein  
Title: Treasurer

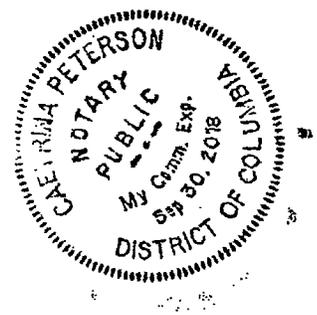
[Memorandum of Lease and Indenture Termination (Amtrak Trust 2001-L-B)]

DISTRICT OF COLUMBIA       )  
  ) SS.:

On this 24 day of December, 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.

Cecilia A. Peterson  
Notary Public

My commission expires Sept. 30, 2018



Schedule A to  
Memorandum of Lease and  
Indenture Termination

**DESCRIPTION OF UNITS**  
**(AMTRAK TRUST 2001-L-B)**

<b>Equipment Type</b>	<b>Amtrak Equipment Numbers</b>
Twenty-Four (24) General Electric P42-DC Single Mode Diesel Locomotives	184 through 207, 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: 1/2/14

Edward M Luria  
Edward M. Luria