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OF COUNSEL
URBAN A. LESTER

November 19, 1997

RECORDATION NO. 20721-B FILED

NOV 19 '97 2-25 PM

NOV 19 2 24 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

W. Williams
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Manufacturer's Lien Termination (Amtrak Trust 97-C), dated November 19, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Board under Recordation Number 20721.

The name and address of the party to the enclosed document are:

Secured Party: Trentonworks, Limited
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

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

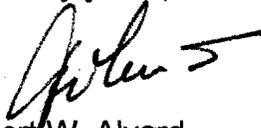
two hundred (200) boxcars AMTK 71000 through AMTK 71149

Mr. Vernon A. Williams
November 19, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

MANUFACTURER'S LIEN TERMINATION

(AMTRAK TRUST 97-C)

This MANUFACTURER'S LIEN TERMINATION (AMTRAK TRUST 97-C) dated November 19, 1997 (the "*Lien Termination*") is made by TRENTONWORKS LIMITED., a Nova Scotia corporation (the "*Manufacturer*").

WITNESSETH:

WHEREAS, the Manufacturer has entered into a Security Agreement dated as of June 1, 1997 ("*Security Agreement*"), with NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), which Security Agreement has been filed and recorded on June 17, 1997 at 2:40 p.m. with the Surface Transportation Board and has been assigned recordation No. 20721, pursuant to which Amtrak granted a lien and security interest to Manufacturer in and to the railroad equipment described by road number in Annex A hereto (collectively the "*Units*");

WHEREAS, the Manufacturer has entered into a Subordination Agreement and Consent to Superior Obligation and Lien dated as of June 17, 1997 (the "*Subordination Agreement*") with Amtrak and the Federal Railroad Administration of the Department of Transportation (the "*Administrator*") with respect to the Units which Subordination Agreement has been filed and recorded on June 17, 1997 at 2:40 p.m. with the Surface Transportation Board and has been assigned recordation No. 20721-A;

NOW, THEREFORE, the Manufacturer agrees as follows:

Section 1. Termination of Lien on the Units. All right, title and interest of the Manufacturer in and to the Units described on Annex A hereto is hereby released and terminated.

Section 2. Further Assurances. The Manufacturer hereby agrees to execute and deliver to the Owner Trustee, at the Owner Trustee's cost and expense, such additional instruments, notices, releases or certificates as the Owner Trustee may reasonably request to effectuate the foregoing provisions of this Lien Termination.

RECORDATION NO. 20721-B FILED

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IN WITNESS WHEREOF, the Manufacturer has caused this Lien Termination to be duly executed by its duly authorized representative as of the day and year first above written.

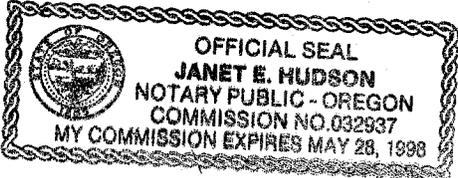
TRENTONWORKS LIMITED

By: Norris M. Webb
Name: _____
Title: Vice President

STATE OF OREGON)
) ss
COUNTY OF CLACKAMAS)

On this, the 11th day of November, 1997, before me personally appeared ARRISS M. Webb, to me personally known, who, being by me duly sworn, says that she/he is Vice President of TrentonWorks Limited, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Janet E. Hudson
Notary Public



UNITS

Description

Amtrak Road Numbers

Two Hundred (200) new sixty-foot, nine
inch, 100-Ton Plate "C" Box Cars

AMTK 71000 through AMTK 71199,
inclusive