

RECORDATION NO. 19796-A FILED

SEP 29 '98 2-50PM

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

OF COUNSEL -  
URBAN A. LESTER

*C. Counterparts - K. Battman*

September 29, 1998

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 Termination and Release (Amtrak Trust 98-C), dated September 29, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Loan Agreement previously filed with the Board under Recordation Number 19796.

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

Secured Party: Export Development Corporation  
151 O'Connor Street  
Ottawa, Canada K1A 1K3

A description of the railroad equipment covered by the enclosed document is set forth on Annex B attached to the Release.

RECORDED  
INDEXED  
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U.S. DEPT. OF TRANSPORTATION

Vernon A. Williams  
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Also enclosed is a check in the amount of \$26.00 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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 9/29/98

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste, 200  
Washington, DC., 20006-2973

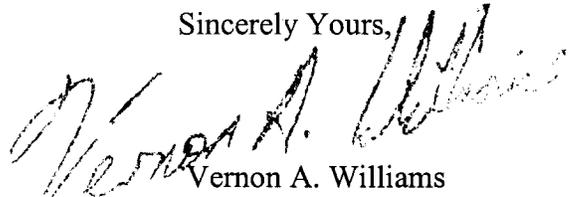
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 9/29/98 at 2:50PM, and

assigned recordation number(s). 21679, 21679-A, 17286-S, 19796-A and 6690-III. <sup>✓</sup>

Sincerely Yours,



Vernon A. Williams

Enclosure(s)(5)

130.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



Janice G. Fort

## TERMINATION AND RELEASE

SEP 29 '98

2-50 PM

(AMTRAK TRUST 98-C)

This TERMINATION AND RELEASE (AMTRAK TRUST 98-C) dated September 29, 1998 (the "*Termination Agreement*") is made by EXPORT DEVELOPMENT CORPORATION, Place Export Canada, 151 O'Connor Street, Ottawa, Canada K1A 1K3 (hereinafter "*EDC*").

WITNESSETH:

WHEREAS, National Railroad Passenger Corporation ("*Amtrak*") and EDC entered into that certain Loan Agreement, dated as of April 19, 1991 (as amended, modified or supplemented from time to time, the "*1991 Loan Agreement*"), pursuant to which EDC loaned funds to Amtrak for the purpose of acquiring those passenger rail cars identified on Annex A hereto (collectively, the "*1991 Mortgaged Rail Cars*");

WHEREAS, Amtrak and EDC entered into that certain Security Agreement (Mortgage), dated as of April 19, 1991 (as amended, modified or supplemented from time to time, the "*1991 Security Agreement*"), that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on April 19, 1991 under Recordation No. 17286, pursuant to which Amtrak granted to EDC a security interest in the 1991 Mortgaged Rail Cars;

WHEREAS, Amtrak and EDC entered into that certain Loan Agreement, dated as of December 8, 1993 (as amended, modified or supplemented from time to time, the "*1993 Loan Agreement*"), pursuant to which EDC loaned funds to Amtrak for the purpose of acquiring those passenger rail cars identified on Annex B hereto (collectively, the "*1993 Mortgaged Rail Cars*", the 1991 Mortgaged Rail Cars and the 1993 Mortgaged Rail Cars are collectively referred to as the "*Mortgaged Rail Cars*");

WHEREAS, Amtrak and EDC entered into that certain Security Agreement (Mortgage), dated as of December 8, 1993 (as amended, modified or supplemented from time to time, the "*1993 Security Agreement*"), that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on April 17, 1995 under Recordation No. 17286-Q, pursuant to which Amtrak granted to EDC a security interest in the 1993 Mortgaged Rail Cars;

WHEREAS, on the date hereof, First Union National Bank, a national banking association, as Owner Trustee under that certain Trust Agreement (Amtrak Trust 98-C) dated as of September 15, 1998 ("*Owner Trustee*"), has made arrangements satisfactory to Amtrak and EDC for the purchase of the Mortgaged Rail Cars;

WHEREAS, on the date hereof, Amtrak has delivered to the Owner Trustee, against receipt of the purchase price therefor, a Bill of Sale (Amtrak Trust 98-C) with respect to the Mortgaged Rail Cars.

NOW, THEREFORE, EDC agrees as follows:

Section 1. Termination and Release of the Mortgaged Rail Cars. All right, title and interest of EDC in and to the Mortgaged Rail Cars, arising from and through the 1991 Security Agreement and the 1993 Security Agreement, is hereby terminated and released.

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

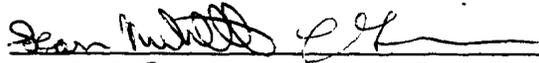
Section 3. Discharge of Obligations. Amtrak has discharged all of its obligations under the 1991 Loan Agreement, the 1991 Security Agreement, the 1993 Loan Agreement and the 1993 Security Agreement (the "Agreements") and all documents entered into in connection therewith, and all the Agreements and all such other documents are hereby terminated and of no further force or effect.

Section 4. Representations and Warranties. EDC represents and warrants that this Termination Agreement constitutes the legal and valid obligation of EDC, enforceable against EDC in accordance with its terms, and EDC has full authority to terminate and release all of its right, title and interest in and to the Mortgaged Rail Cars.

AMTRAK TRUST 98-C

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

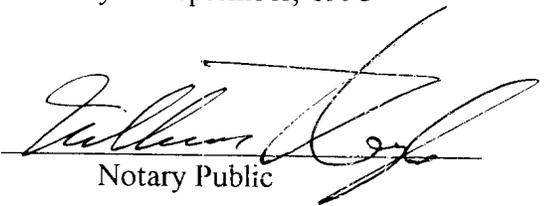
EXPORT DEVELOPMENT CORPORATION

By:   
Name: SEAN MITCHELL Crisis Timbrell  
Title: Financial Services Mgr. Financial Services Mgr.

STATE OF            )  
                          )SS  
COUNTY OF        )

On this, the 28th day of September, 1998, before me, a notary public, personally appeared Sean Mitchell and Chris Timbrell, to me personally known, who being by me duly sworn, say that they are Financial Services Managers of Export Development Corporation, that said instrument was executed on September 25th, 1998 on behalf of said corporation by authority of its Board of Directors, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to before me this  
28th day of September, 1998

  
Notary Public

My Commission does not Expire

(AMTRAK TRUST 98-C)

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>	<u>Bombardier Equipment Numbers</u>
NINE (9) SUPERLINER II SLEEPER CARS	AMTK 32110 through AMTK 32118, inclusive	V080, V084, V085, V087, V089, V091, V093, V095, V097
FIVE (5) SUPERLINER II DELUXE SLEEPER CARS	AMTK 32501 through AMTK 32505, inclusive	V099, V101, V103, V105, V107
TEN (10) SUPERLINER II DINER CARS	AMTK 38059 through AMTK 38068 , inclusive	V151 through V160, inclusive
FIFTEEN (15) SUPERLINER II LOUNGE CARS	AMTK 33035 through AMTK 33049, inclusive	V090, V092, V094, V096, V098, V141 through V150, inclusive
TEN (10) SUPERLINER II COACH CARS	AMTK 34102 through AMTK 34111, inclusive	V082, V100, V102, V104, V106, V108 through V112
EIGHT (8) SUPERLINER II TRANSITION DORM CARS	AMTK 39012 through AMTK 39019, inclusive	V161 through V168, inclusive

(AMTRAK TRUST 98-C)

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>	<u>Bombardier Equipment Numbers</u>
TWENTY-EIGHT (28) SUPERLINER II COACH CARS	AMTK 34112 through AMTK 34139, inclusive	V113 through V140, inclusive
TWENTY-SEVEN (27) SUPERLINER II TRANSITION DORM CARS	AMTK 39020 through AMTK 39046, inclusive	V169 through V195, inclusive