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MAR National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 Telephone (202) 906-3000

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

BY HAND DELIVERY MAR 15 1991 -1 55 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

1-074A025

16917-F

MAR 15 1991 -1 55 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

- 1. X ✓ Lease Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Lease of Railroad Equipment dated as of May 30, 1990. - 16917
- 2. ✓ ✓ Sublease Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Sublease of Railroad Equipment dated as of May 30, 1990. - 16917
- 3. H ✓ Trust Indenture Supplement Nos. 3 and 4, dated as of March 12, 1991, secondary documents which supplement the Trust Indenture and Security Agreement (Mortgage) (the "Trust Indenture") dated as of May 30, 1990. - 16917
- 4. X ✓ Lessee Security Agreement Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Lessee Security Agreement (Mortgage) (the "Lessee Security Agreement"), dated as of May 30, 1990. - 16917
- 5. ✓ I-9 Release of Lien from the Trust Indenture, dated as of March 12, 1990, a secondary document which releases a lien established under the Trust Indenture.
- 6. ✓ H K Release of Lien on the Leasehold Security Interest from the Indenture, dated as of March 12, 1990, a secondary document which releases a lien established under the Lessee Security Agreement.

Amtrak requests that all of the documents listed herein, whether primary or secondary, be filed under Recordation No. 16917.

Vertical handwritten signature on the left margin.

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The parties to the above-listed documents include the following:

1. Lease Supplement No. 2: National Railroad Passenger Corporation ("Amtrak") as lessor and The New Connecticut Bank and Trust Company, National Association, successor to The Connecticut Bank and Trust Company, as Owner Trustee ("Owner Trustee").
2. Sublease Supplement No. 2: Owner Trustee as sublessor and Amtrak as Sublessee.
3. Trust Indenture Supplement Nos. 3 and 4: Owner Trustee as mortgagor, Amtrak as consenting party to the Trust Indenture, and Meridian Trust Company ("Indenture Trustee") as mortgagee.
4. Lessee Security Agreement Supplement No. 2: Amtrak as consenting party to the Lessee Security Agreement and Owner Trustee.
5. Release of Lien from the Trust Indenture: Indenture Trustee.
6. Release of Lien on the Leasehold Security Interest from the Indenture: Owner Trustee.

The addresses of the parties are:

The Connecticut Bank and Trust Company
National Association
One Constitution Plaza
Hartford, Connecticut 06115

Meridian Trust Company
35 North 6th Street
Reading, PA 19603

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002
Attention: Corporate Secretary

The documents listed above are for the purpose of releasing Material Handling Car #1551 and adding Material Handling Car #1473 to the Lease, Sublease, Trust Indenture, Lessee Security Agreement, Lien of the Trust Indenture and Leasehold Security Interest to the Trust Indenture, in accordance to Section 7.2 of the Sublease dated May 30, 1990.

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A fee of \$105 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,



Judy Weisburgh
Associate General Counsel

RECORDATION NO. 16917
MAR 15 1991 - 1 55 PM
INTERSTATE COMMERCE COMMISSION

RELEASE FROM LIEN OF TRUST INDENTURE
AND SECURITY AGREEMENT (MORTGAGE)

THIS RELEASE FROM LIEN OF TRUST INDENTURE AND SECURITY AGREEMENT (MORTGAGE) (this "Release") dated as of March 12, 1991 among NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized and existing under the Rail Passenger Service Act and the laws of the District of Columbia, also known as Amtrak, THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, as successor to The Connecticut Bank and Trust Company, National Association, a national banking association, not in its individual capacity but as Owner Trustee under the Trust Agreement, and MERIDIAN TRUST COMPANY, a Pennsylvania trust company, not in its individual capacity but as Indenture Trustee,

W I T N E S S E T H :

WHEREAS, Amtrak, Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Mortgage) dated as of May 30, 1990 (as amended and supplemented to the date hereof, the "Indenture", defined terms therein being used herein with the same meanings) covering, among other things, one material handling railcar bearing Amtrak Equipment Number 1551 (the "Unit");

WHEREAS, the Indenture was duly recorded with the ICC on June 29, 1990 as Recordation No. 16917-C;

WHEREAS, on January 9, 1991, Amtrak informed Indenture Trustee that one unit under lease, Material Handling Car #1551 sustained damage in a Casualty Occurrence on December 12, 1990 and is considered irreparably damaged; and

WHEREAS, in that January 9, 1991 letter, Amtrak further advised that it intended to proceed in accordance with Section 7.2 of the Sublease and substitute a replacement unit under the Sublease thereby subjecting such unit to the terms and conditions under the Trust Indenture; and

WHEREAS, simultaneously with the execution and delivery of this Release, (i) Amtrak and Indenture Trustee are entering into an Indenture Supplement No. 3 dated the date hereof subjecting the Leasehold Interest of the Replacement Unit referred to therein to the Lien of the Indenture and (ii) Indenture Trustee and Owner Trustee are entering into an Indenture Supplement No. 4 dated the date hereof subjecting the Leasehold Interest of the Replacement Unit referred to therein to the Lien of the Indenture; and

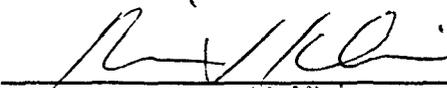
WHEREAS, the parties to this Release intend that the Unit be released from the Lien of the Indenture; and

WHEREAS, The Connecticut Bank and Trust Company, National Association, has been succeeded by The New Connecticut Bank and Trust Company, National Association.

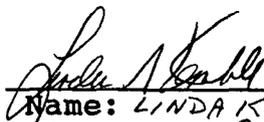
NOW THEREFORE, in consideration of the mutual covenants set forth herein and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned hereby releases all of its rights, title and interest in and to the Unit from the Lien of the Indenture.

IN WITNESS WHEREOF, the parties have caused this Release to be duly executed by their respective duly authorized officers as of the date first set forth above.

NATIONAL RAILROAD PASSENGER CORPORATION

By: 
Name: Richard I. Klein
Title: Treasurer

THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, as successor to The Connecticut Bank and Trust Company, National Association, not in its individual capacity but solely as Owner Trustee

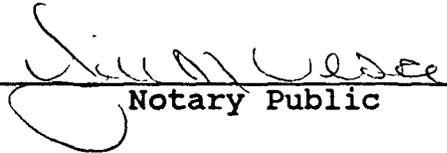
By: 
Name: LINDA KEMBLE
Title: VP

MERIDIAN TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee

By: 
Name:
Title: JAY T. BAUER
ACCOUNT OFFICER

CONNECTICUT)
) ss
HARTFORD)

On this 13th day of March, 1991 before me personally appeared LINDA KEMBLE, to me personally known, who being by me duly sworn, says that he is the V.P. of THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, as Owner Trustee under such instrument, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors on such day, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.



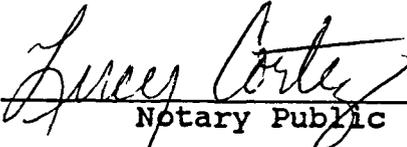
Notary Public

My Commission Expires:
~~JAMES M. VESCE~~
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 31, 1995

[SEAL]

STATE OF PENNSYLVANIA)
)
) SS
COUNTY OF BERKS)

On this 11th day of March, 1991 before me personally appeared Jay T Bauer, to me personally known, who being by me duly sworn, says that he is the Account Officer of MERIDIAN TRUST COMPANY, a Pennsylvania trust company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors on such day, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Pennsylvania trust company.



Notary Public

My Commission Expires:

NOTARIAL SEAL
LUCY CORTEZ, Notary Public
Reading, Berks County, PA
My Commission Expires 4-20-92

[SEAL]

