

RECORDATION NO. 17286-F FILED 1425

MAR 24 1994 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

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March 24, 1994

U100153022

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed and acknowledged copies of a Partial Release and Termination, dated as of March 24, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to that certain Security Agreement, dated as of April 19, 1991, which was duly filed with the Commission under Recordation Number 17286.

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

Export Development Corporation
151 O'Connor Street
PO Box 655
Ottawa, Canada K1P 5T9

A description of the railroad equipment covered by the enclosed document is identified on Schedule 1 attached thereto.

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord

RECORDING BRANCH
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Counterparts

MAR 24 1994 -11 00 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE AND TERMINATION

This Partial Release and Termination is made by EXPORT DEVELOPMENT CORPORATION ("EDC").

WHEREAS, EDC and NATIONAL RAILROAD PASSENGER CORPORATION ("AMTRAK") entered into that certain Security Agreement (Mortgage) (as the same may have been amended, modified or supplemented from time to time, the "Mortgage") dated as of April 19, 1991, securing certain obligations of AMTRAK to EDC, and

WHEREAS, the Mortgage was recorded with the Interstate Commerce Commission on April 19, 1991 under Recordation No. 17286, and

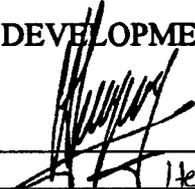
WHEREAS, the obligations secured by the Mortgage relating to the railroad cars described on Schedule I attached hereto and made a part hereof (collectively, the "Railroad Cars") has been fully satisfied and discharged;

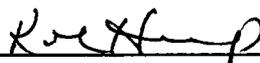
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, EDC hereby releases and terminates any and all rights, security interests, liens and other interests created by the Mortgage to the extent related to the Railroad Cars and fully releases and discharges all the Railroad Cars described therein.

EXCEPT AS SPECIFICALLY PROVIDED HEREBY, the Mortgage, including any and all rights, security interests, liens and other interests created by the Mortgage, remains in full unaffected force and effect as written.

IN WITNESS WHEREOF, EDC has duly executed this Partial Release and Termination as of this 24th day of March, 1994.

EXPORT DEVELOPMENT CORPORATION

By: 
Name: Henri Souquieres
Title: General Manager

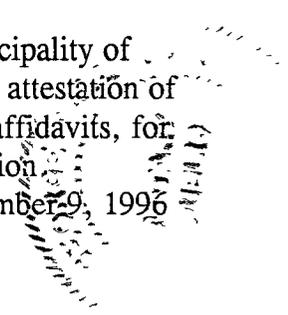
By: 
Name: Ken Hamp
Title: Manager

COUNTRY OF CANADA)
) s.s.:
PROVINCE OF ONTARIO)

On this 21st day of March, 1994, before me personally appeared Ken Hamp and Henri Souquieres, to me personally known, who being duly sworn, says that they are the Manager USA and Carribean Department and General Manager Africa, Middle East and Europe of EXPORT DEVELOPMENT CORPORATION, respectively, and that the foregoing document was executed on behalf of such corporation, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



John George Pallascio
Notary Public, Regional Municipality of
Ottawa-Carleton limited to the attestation of
instruments and the taking of affidavits, for
Export Development Corporation
My commission expires November 9, 1996



SCHEDULE I TO
PARTIAL RELEASE AND TERMINATION

<u>EQUIPMENT TYPE</u>	<u>AMTRAK CAR NUMBER</u>	<u>MANUFACTURER'S NUMBER</u>
SLEEPER	32085	29
SLEEPER	32086	31
SLEEPER	32087	33
DINER	38039	14
DINER	38040	30
DINER	38041	32
DINER	38042	34