

Counterparts - Kim Bartman

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OF COUNSEL
URBAN A. LESTER

December 23, 1994

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 17286-11 FILED 1473

DEC 23 1994 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

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 (Amtrak Trust 94-B), dated as of December 23, 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:

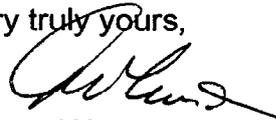
Export Development Corporation
151 O'Connor Street
P.O. Box 655
Ottawa, Canada K1P5T9

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 \$21.00 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

RECORDATION NO. 17286-N FILED 1425

PARTIAL RELEASE AND TERMINATION
(AMTRAK TRUST 94-B)

DEC 23 1994 -11 50 AM
INTERSTATE COMMERCE COMMISSION

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

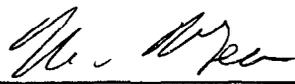
WHEREAS, the obligations secured by the Mortgage relating to the railroad cars described on Schedule I attached hereto and made a part hereof (collectively, the "*Railroad Cars*") has been fully satisfied and discharged;

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.

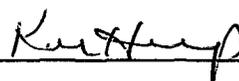
IN WITNESS WHEREOF, EDC has duly executed this Partial Release and Termination
as of this 16th day of December, 1994.

EXPORT DEVELOPMENT CORPORATION

By: 

Name:

Title:

By: 

Name:

Title:

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

On this 16th day of December, 1994, before me personally appeared Mike McLean and Ken Hamp, to me personally known, who being duly sworn, says that they are the Vice President, Americas Division and Manager, U.S.A. and Carribean Department of EXPORT DEVELOPMENT CORPORATION, respectively, and that the foregoing document was executed on behalf of such corporation, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



WILLIAM F. DOYLE
Notary Public, Regional Municipality of
Ottawa-Carleton.
My commission does not expire.

**SCHEDULE I TO
PARTIAL RELEASE AND TERMINATION**

Equipment: Superliner II passenger cars (Amtrak Trust 94-B)

<u>Equipment Type</u>	<u>Amtrak Car No.</u>	<u>Manufacturer's No.</u>
Sleeper	32102	63
Sleeper	32103	65
Sleeper	32106	71
Deluxe Sleeper	32500	76
Lounge	33030	79
Lounge	33031	81
Lounge	33034	88
Sleeper	32107	73

TOTAL FUNDING (8)