Counter parts - Kimbartman

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A LESTER

December 23, 1994

RECORDATION NO. 17286-P FILED 1425
DEC 23 1994 -11 50 AM
INTERSTATE COMMERCE COMMISSION

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

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-D), 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-P FILED 1425

DEC 23 1994 -11 50 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE AND TERMINATION
(AMTRAK TRUST 94-D)

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-D)

Equipment Type	Amtrak Car No.	Manufacturer's No.
Lounge	33029	77
Sleeper	32105	69
Sleeper	32108	75
Lounge	33033	86
Sleeper	32109	78

TOTAL (5)