

RECORDATION NO. 21047-J FILED

MAR 21 '01 11-37 AM

TS
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 20, 2001

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 HS-ECD-3), dated as of March 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Board under Recordation Number 21047.

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

[Debtor National Railroad Passenger Corporation]

A description of the railroad equipment covered by the enclosed document is:

One (1) electric locomotive, AMTK 657; two (2) power cars, AMTK 2035 and 2039; one (1) first class car, AMTK 3219; three (3) coach cars, AMTK 3542, 3544 and 3547; one (1) bistro car, AMTK 3307; and one (1) end coach car, AMTK 3415.

Mr. Vernon A. Williams
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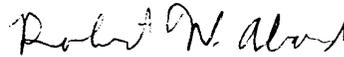
A short summary of the document to appear in the index is:

Termination and Release of lien by Export Development Corporation on behalf of National Railroad Passenger Corporation, covering one (1) electric locomotive, AMTK 657; two (2) power cars, AMTK 2035 and 2039; one (1) first class car, AMTK 3219; three (3) coach cars, AMTK 3542, 3544 and 3547; one (1) bistro car, AMTK 3307; and one (1) end coach car, AMTK 3415.

Also enclosed is a check in the amount of \$27.00 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,



Robert W. Alvord

RWA/bjg
Enclosures

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TERMINATION AND RELEASE

(AMTRAK TRUST HS-EDC-3)

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE (AMTRAK TRUST HS-EDC-3) dated as of March 21, 2001 (the "*Termination Agreement*") is made by EXPORT DEVELOPMENT CORPORATION, 151 O'Connor Street, Ottawa, Ontario, Canada K1A 1K3 (hereinafter "*EDC*").

WITNESSETH:

WHEREAS, National Railroad Passenger Corporation ("*Amtrak*"), MBK Rail Finance Corporation, and EDC entered into that certain Loan Agreement, dated as of December 2, 1997 (as amended, modified or supplemented from time to time, the "*1997 Loan Agreement*"), pursuant to which MBK Rail Finance Corporation loaned funds to Amtrak for the purpose of acquiring those passenger rail cars identified on Annex A hereto (collectively, the "*1997 Mortgaged Rail Cars*");

WHEREAS, Amtrak and EDC entered into that certain Security Agreement (Mortgage), dated as of December 2, 1997 (as amended, modified or supplemented from time to time, the "*1997 Security Agreement*"), that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 9, 1997 at 10:35 a.m. under Recordation No. 21047, pursuant to which Amtrak granted to EDC a security interest in the 1997 Mortgaged Rail Cars;

WHEREAS, on the date hereof, Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*"), under that certain Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 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, an Amtrak Bill of Sale (Amtrak Trust HS-EDC-3) 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 1997 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. 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.

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,
as Collateral Agent

By: Cris Timbrell
Name: Cris Timbrell
Title: Financial Services Manager

By: [Signature]
Name: Kenton Freitas
Title: FSM

NOTARIAL CERTIFICATE OF AFFIDAVIT OF EXECUTION

I, William F. Doyle, a notary public in and for the Province of Ontario, Canada, duly appointed, commissioned and sworn, and practicing at 151 O'Connor Street, in the City of Ottawa, in the Province of Ontario, DO HEREBY CERTIFY that:

1. the attached instrument was duly executed on behalf of Export Development Corporation by Chris Timbrell, Financial Services Manager and Kenton Freitag, Financial Services Manager of the Export Development Corporation at 151 O'Connor Street, Ottawa, Ontario, Canada; and
2. I know the said Chris Timbrell and Kenton Freitag personally and attest that Chris Timbrell and Kenton Freitag are both Financial Services Managers of the Export Development Corporation and that the signature "Chris Timbrell" on the instrument attached hereto is in the proper handwriting of Chris Timbrell and that the signature "Kenton Freitag" on the instrument attached hereto is in the proper handwriting of Kenton Freitag and that Chris Timbrell and Kenton Freitag are duly authorized to sign the attached instrument on behalf of the Corporation.

IN TESTIMONY of which I have subscribed my name and affixed my notarial seal at the City of Ottawa, Province of Ontario, this 14th day of March, 2001.



William F. Doyle

A Notary Public in and for the Province of Ontario

My commission does not expire

DESCRIPTION OF UNITS-LOCOMOTIVE AND TRAINSET

(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab, High Horsepower Electric Locomotive	AMTK 657
High-Speed Trainset Number 9 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2039 AMTK 2035
One (1) First Class Car	AMTK 3219
Three (3) Coach Cars	AMTK 3544 AMTK 3542 AMTK 3547
One (1) Bistro Car	AMTK 3307
One (1) End Coach Car	AMTK 3415