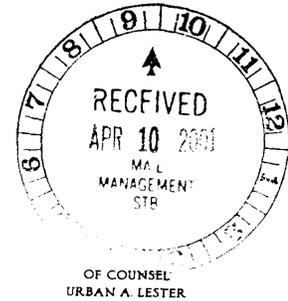


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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)



April 10, 2001

RECORDATION NO. 22239-E FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

APR 10 '01 19:30 AM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Termination and Release, dated April 10, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, as supplemented, previously filed with the Board under Recordation Number 22239.

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

Collateral Agent: Sumitomo Bank Limited
Two World Financial Center
225 Liberty Street
New York, NY 10281

[Borrower: National Railroad Passenger Corporation]

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

Three (3) AEM-7 locomotives AMTK 908, 919 and 935

Mr. Vernon A. Williams
April 10, 2001
Page Two

A short summary of the document to appear in the index follows:

Termination and Release by Sumitomo Bank Limited, Collateral Agent.

Also enclosed is a check in the amount of \$28.00 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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

AMTRAK TRUST 99-A



**TERMINATION AND RELEASE
(AMTRAK TRUST 99-A)**

This TERMINATION AND RELEASE (AMTRAK TRUST 99-A) dated April 10, 2001 (the "Termination Agreement") is made by SUMITOMO BANK LIMITED (hereinafter "Collateral Agent").

WITNESSETH:

WHEREAS, National Railroad Passenger Corporation ("Amtrak") and COLLATERAL AGENT entered into that certain Loan Agreement, dated as of September 1, 1998 (as amended, modified or supplemented from time to time, the "Loan Agreement"), pursuant to which The Fuji Bank, Ltd. and MBK Rail Finance Corporation (collectively, the "Lenders") loaned funds to Amtrak for the purpose of financing certain high speed trainset maintenance facilities (capitalized terms herein being used as defined in the Loan Agreement, unless otherwise defined);

WHEREAS, Amtrak and COLLATERAL AGENT entered into that certain Security Agreement (Mortgage), dated as of September 1, 1998, as supplemented by Security Agreement Supplements Numbers 1, 2 and 3, dated respectively July 13, 1999, July 28, 1999 and September 10, 1999 (as amended, modified or supplemented from time to time, collectively the "Security Agreement"), that was recorded with the Surface Transportation Board on July 13, 1999, July 13, 1999, July 30, 1999 and September 10, 1999 under Recordation Nos. 22239, 22239-A, 22239-B and 22239-C, respectively, pursuant to which Amtrak granted to COLLATERAL AGENT a security interest in certain locomotives, including those listed on Schedule A hereto (collectively, the "Mortgaged Locomotives");

WHEREAS, pursuant to the and subject to the conditions set forth in Section 12.03 of the Loan Agreement, the Lenders agreed to convert the all or a portion of the Loans made under the Loan Agreement in to Lease Loans made in connection with the leverage lease financing of certain rebuilt locomotives, including the Mortgaged Locomotives; and pursuant to Article VI of the Security Agreement, Amtrak may convey its interest in such Mortgaged Locomotives to the Lessor under such leveraged lease financing;

WHEREAS, Amtrak, Mitsui & Co. (U.S.A.), Inc., as Owner Participant ("Owner Participant"), and the Lenders, as Loan Participants have entered into that certain Participation Agreement, dated as of July 14, 1999, providing for the leveraged lease financing of certain locomotives, including the Mortgaged Locomotives, and the conversion of the Loans made under the Loan Agreement into Lease Loans made under that certain Trust Indenture and Security Agreement, dated as of July 14, 1999, between Allfirst Bank, as Indenture Trustee, and First Security Bank, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee under that certain Trust Agreement (Amtrak Trust 99-A) dated as of July 14, 1999 ("Owner Trustee") with Owner Participant; and

RECORDATION NO. 22239-E FILED

APR 10 '01 9-30 AM

SURFACE TRANSPORTATION BOARD

AMTRAK TRUST 99-A

WHEREAS, on the date hereof, Amtrak has sold the Mortgaged Locomotives to the Owner Trustee pursuant to the Participation Agreement and has converted a portion the Loans into Lease Loans pursuant to Section 12.03 of the Loan Agreement;

NOW, THEREFORE, COLLATERAL AGENT agrees as follows:

Section 1. Termination and Release of the Mortgaged Locomotives. All right, title and interest of COLLATERAL AGENT in and to the Mortgaged Locomotives, arising from and through the Security Agreement is hereby terminated and released.

Section 2. Further Assurances. COLLATERAL AGENT 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 Agreement.

Section 3. Representations and Warranties. COLLATERAL AGENT represents and warrants that this Termination Agreement constitutes the legal and valid obligation of COLLATERAL AGENT, enforceable against COLLATERAL AGENT in accordance with its terms, and COLLATERAL AGENT has full authority to terminate and release all of its right, title and interest in and to the Mortgaged Locomotives .

AMTRAK TRUST 99-A

IN WITNESS WHEREOF, COLLATERAL AGENT has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SUMITOMO BANK LIMITED

By: 
Name: Akio Kamihara
Title: General Manager

AMTRAK TRUST 99-A

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 23rd day of March, 2001, before me personally Akio Kamihara, to me personally known, who, being by me duly sworn, says that he/she is a General Manager of SUMITOMO BANK LIMITED, a national association, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Jane Hutta
Notary Public

My Commission Expires: 10/14/01

JANE HUTTA
Notary Public, State of New York
No. 02HU5086376
Qualified in New York County
Commission Expires Oct. 14, 2001

AMTRAK TRUST 99-A

Annex A to
Termination and Release

(AMTRAK TRUST 99-A)

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
Rebuilt AEM-7 Locomotive	908
Rebuilt AEM-7 Locomotive	919
Rebuilt AEM-7 Locomotive	935