

RECORDATION NO. 21047-R FILED

DEC 21 '01 2-07 PM

SURFACE TRANSPORTATION BOARD

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

December 21, 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 HS-MBK-1), dated as of December 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 filed with the Board under Recordation Number 21047.

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

Secured Party: Export Development Canada
(f/k/a Export Development Corporation)
151 O'Connor Street
Ottawa, Canada KIA 1K3

[Debtor: National Railroad Passenger
Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002]

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

High-Speed Trainsets No. 18 and No.19 bearing AMTK reporting marks and road numbers attached hereto.

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

Termination and Release by Export Development Canada
(f/k/a Export Development Corporation) on behalf of National
Railroad Passenger Corporation.

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,



Robert W. Alvord

RWA/anm
Enclosures

AMTRAK TRUST HS-MBK-1

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SURFACE TRANSPORTATION BOARD

**TERMINATION AND RELEASE
(AMTRAK TRUST HS-MBK-1)**

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

WITNESSETH:

WHEREAS, National Railroad Passenger Corporation ("*Amtrak*"), MBK Rail Finance Corporation ("*MBK*" as finance lessor and lender) and EDC (as agent, collateral agent and lender) 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 and EDC (together, the "*Lenders*") loaned funds to Amtrak for the purpose of acquiring those certain high speed trainsets identified on Annex A hereto (collectively, the "*Trainsets*");

WHEREAS, Amtrak and EDC (in its capacity as agent and collateral agent for the Lenders, the "*Collateral Agent*") 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 Collateral Agent, for the benefit of the Lenders a security interest in the Trainsets;

WHEREAS, on the date hereof, AMTRAK TRUST HS-MBK-1, a Delaware business trust (the "*Trust*"), all of the activities of which shall be conducted by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as trustee for the Trust ("*Owner Trustee*", which term, unless the context otherwise requires, shall include the Trust), under that certain Trust Agreement (AMTRAK TRUST HS-MBK-1) dated as of December 19, 2001 has made arrangements satisfactory to Amtrak and Collateral Agent, for the purchase of certain interests in the Trainsets;

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-MBK -1) with respect to the Trainsets.

NOW, THEREFORE, Collateral Agent agrees as follows:

Section 1. Termination and Release of Lien upon the Trainsets. All right, title and interest of Collateral Agent in and to the Trainsets, arising from and through the 1997 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 and Release.

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 Trainsets.

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 CANADA,
as Collateral Agent

By: Colleen Lalonde
Name: Colleen Lalonde
Title: Financial Services Manager

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

On this, the 21st day of December, 2001, before me, a Notary Public, personally appeared Chris Timbrell and Colleen Lalonde, who being by me duly sworn, say that they are the Financial Service Managers, respectfully of EXPORT DEVELOPMENT CANADA, that said instrument was signed on December 21, 2001 on behalf of said corporation by authority of its Board of Directors, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:

Notary Public

My Commission does not expire:



DESCRIPTION OF UNITS

(AMTRAK TRUST HS-MBK-1)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 18 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2025 AMTK 2023
One (1) First Class Car	AMTK 3201
Three (3) Coach Cars	AMTK 3521 AMTK 3501 AMTK 3535
One (1) Bistro Car	AMTK 3311
One (1) End Coach Car	AMTK 3404
High-Speed Trainset Number 19 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2024 AMTK 2021
One (1) First Class Car	AMTK 3202

AMTRAK TRUST HS-MBK-1

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
Three (3) Coach Cars	AMTK 3512 AMTK 3513 AMTK 3517
One (1) Bistro Car	AMTK 3309
One (1) End Coach Car	AMTK 3406

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/21/01



Robert W. Alvord