

RECORDATION NO. 6690-NNNN FILED

JAN 15 '02

12-46 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

January 14, 2002

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 three (3) copies of a Termination and Release of Lien (AMTRAK TRUST HS-MBK-1) dated January 15, 2002, 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 Commission under Recordation Number 6690-MMMM.

The names and addresses of the parties to the enclosed documents are:

Secured Party:	Federal Railroad Administration 400 Seventh Street S.W. Washington, D.C. 20590
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue NE Washington, DC 20002
Owner Trustee:	AMTRAK TRUST HS-MBK-1 c/o Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19801

Mr. Vernon A. Williams  
January 14, 2002  
Page Two

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

High-Speed Trainset Number 20 bearing AMTK reporting marks and road numbers attached hereto.

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

Termination and Release of Lien by the FRA .

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

RECORDATION NO. 10090-NNNN FILED

JAN 15 '02

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**SCHEDULE I**

**SURFACE TRANSPORTATION BOARD**

**DESCRIPTION OF EQUIPMENT**

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 20 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2029 AMTK 2026
One (1) First Class Car	AMTK 3203
Three (3) Coach Cars	AMTK 3502 AMTK 3503 AMTK 3523
One (1) Bistro Car	AMTK 3310
One (1) End Coach Car	AMTK 3403

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TERMINATION AND RELEASE OF LIEN  
(AMTRAK TRUST HS-MBK-1)

SURFACE TRANSPORTATION BOARD

THIS TERMINATION AND RELEASE OF LIEN (AMTRAK TRUST HS-MBK-1) dated as of January 15, 2002 (this "*Agreement*"), is among the Administrator of the Federal Railroad Administration of the United States Department of Transportation (the "*Administrator*"), acting (unless otherwise specified herein) on behalf of and as the delegate of the Secretary of the Department of Transportation (the "*Secretary*"), the National Railroad Passenger Corporation ("*Amtrak*") and 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 (the "*Owner Trustee*", which term, unless the context otherwise requires, shall include the Trust).

WHEREAS, pursuant to a Security Agreement dated October 5, 1983, between the Administrator and Amtrak (the "*FRA Security Agreement*"), Amtrak assigned to the Administrator all of its right, title and interest to certain rolling stock, including rolling stock acquired after the date of the FRA Security Agreement, subject to the terms and provisions of the FRA Security Agreement;

WHEREAS, as set forth in that certain Participation Agreement (AMTRAK TRUST HS-MBK-1) dated as of December 20, 2001, among Amtrak, the Owner Participant named therein, Export Development Canada, as Equity Guarantor, Allfirst Bank, not in its individual capacity but solely as Indenture Trustee, 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, includes the Trust), MBK Rail Finance Corporation, as Loan Participant, and Wilmington Trust Company, a Delaware banking corporation, in its individual capacity only to the extent expressly provided therein (as amended, supplemented or otherwise modified from time to time, the "*Participation Agreement*"), Amtrak will, with respect to the units of rolling stock identified in Schedule I hereto (together with any replacements and substitutes therefor, the "*Equipment*"), sell, transfer and assign all of its right, title and interest in and to the Equipment and the French Leasehold Interest pursuant to the Assignment (Cession), to Owner Trustee and will leaseback such Equipment from Owner Trustee pursuant to that certain Lease of Railroad Equipment (AMTRAK TRUST HS-MBK-1) dated as of December 21, 2001, between Amtrak and Owner Trustee;

NOW, THEREFORE, in order to induce, and in consideration of, Owner Trustee entering into the transactions contemplated by the Participation Agreement, the parties hereto agree as follows:

1. All right, title and interest of the Administrator in and to the Equipment (including the French Leasehold Interest) is hereby terminated and released.

2. The Administrator represents and warrants that (a) neither the execution nor delivery of this Agreement nor fulfillment nor compliance with the terms and provisions hereof will conflict with, or result in a breach of the terms, conditions or provisions of, or constitute a default under, any agreement or instrument to which it, the Secretary or the United States Government is now subject, (b) this Agreement constitutes the legal, valid and binding obligation and contract of the Administrator and the Secretary, enforceable against the Administrator and the Secretary in accordance with its terms, and (c) he has full authority to terminate and release all of its right, title and interest in and to the Equipment.

3. This Agreement may be amended only by an agreement in writing signed by the parties hereto and shall specifically refer to itself as an amendment thereto. This Agreement shall be binding on and inure to the benefit of the parties and their respective successors and assigns.

4. Nothing in this Agreement affects any priority which may be claimed by Owner Trustee by operation of law including, but not limited to, title 49 U.S.C. § 11301, the Uniform Commercial Code, and other applicable state and federal law.

5. Amtrak hereby consents and agrees to the terms of the foregoing.

6. Owner Trustee represents and warrants that the entering into and the performance of the terms of this Agreement are within its corporate powers and have been duly authorized by all necessary corporate actions, and are not in violation of any law, statute, regulation or decree.

7. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Agreement have the respective meanings specified therefor in Annex A to the Participation Agreement.

[signature pages follow on next page]

IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.

FEDERAL RAILROAD ADMINISTRATION

By:   
Name: Susan Rutter  
Title: Administrator

NATIONAL RAILROAD PASSENGER CORPORATION

By: \_\_\_\_\_  
Name: Dale M. Stein  
Title: Treasurer

AMTRAK TRUST HS-MBK-1

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.

FEDERAL RAILROAD ADMINISTRATION

By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER CORPORATION

By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

AMTRAK TRUST HS-MBK-1

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.

FEDERAL RAILROAD ADMINISTRATION

By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER CORPORATION

By: \_\_\_\_\_  
Name: Dale M. Stein  
Title: Treasurer

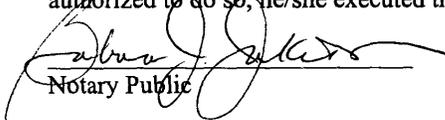
AMTRAK TRUST HS-MBK-1

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By:   
Name:  
Title: W. Chris Sponenberg  
Vice President

DISTRICT OF COLUMBIA )  
                                  ) SS.:  
                                  )

On this 11<sup>th</sup> day of January, 2002, before me personally appeared Allan Rutter, to me personally known, who being by me duly sworn, says that he/she is the Administrator of the FEDERAL RAILROAD ADMINISTRATION, who acknowledged himself/herself to be a duly authorized officer of the FEDERAL RAILROAD ADMINISTRATION, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

  
Notary Public

My Commission Expires: 11/14/04

DISTRICT OF COLUMBIA )  
                                  ) SS.:  
                                  )

On this 10<sup>th</sup> day of January, 2002, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

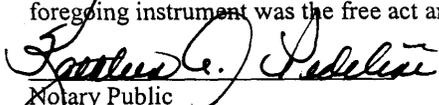
Carla A. Jones  
Notary Public

Carla A. Jones  
Notary Public, District of Columbia  
My Commission Expires 04-30-2006

My Commission Expires: \_\_\_\_\_

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this 7<sup>th</sup> day of January, 2002, before me personally appeared W. Chris Sponenberg, to me personally known, who being by me duly sworn, says that he/she is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK TRUST HS-MBK-1 by authority of Wilmington Trust Company's Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Wilmington Trust Company.

  
Notary Public

**KATHLEEN A. FEDELI**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires Oct. 31, 2002**

My Commission Expires: \_\_\_\_\_

SCHEDULE I TO TERMINATION  
AND RELEASE OF LIEN

**DESCRIPTION OF UNITS**

**(AMTRAK TRUST HS-MBK-1)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
High-Speed Trainset Number 20 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2029 AMTK 2026
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