

BAKER DANIELS

Est. 1863

Indianapolis, Indiana 46240 317.569.9600 Fax 317.569.4800 www.bakerdaniels.com

RECORDATION NO. 22908-B FILED

JAN 07 '04 11-01 AM

SURFACE TRANSPORTATION BOARD

Indiana
Washington, D.C.
China

January 6, 2004

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, D.C. 20423-0001



Re: Release of Records 22908 and 22908-A

Dear Secretary Williams:

Enclosed is one original and one copy of the document described below, to be recorded pursuant to 49 C.F.R. § 1177 and U.S.C. § 11301.

The document is an Instrument of Satisfaction and Release, dated as of January 5, 2004 (the "Release"). The documents to which the Release relate are recorded with the U.S. Surface Transportation Board under Recordation No. 22908 and 22908-A. We request that the Release be recorded under Recordation No. 22908-B.

The name and address of the secured party to the Release is:

The Northern Trust Company
50 South LaSalle Street
Chicago, Illinois 60675

A description of the equipment covered by the Release consists of all equipment as set forth on Exhibit No. 1 to that certain (1) Memorandum of Lease Agreement, dated as of March 31, 2000, between Wabash National Finance Corporation (now known as Apex Trailer Leasing & Rentals, L.P.) ("Apex"), as Lessor, and National Railroad Passenger Corporation ("Amtrak"), as Lessee, and (2) Assignment of Memorandum of Lease Agreement, dated as of March 31, 2000, among Apex, as Assignor, Amtrak, as Lessee, and The Northern Trust Company, as Assignee.

A short summary of the document to appear in the index is as follows: an Instrument of Satisfaction and Release by The Northern Trust Company, 50 South LaSalle Street, Chicago, Illinois 60675 ("NTC"), covering all equipment as set forth on Exhibit No. 1 to that certain (1) Memorandum of Lease Agreement, dated as of March 31, 2000, between Wabash National Finance Corporation (now known as Apex Trailer Leasing & Rentals, L.P.) ("Apex"), as Lessor, and National Railroad Passenger Corporation ("Amtrak"), as Lessee, and

The Honorable Vernon A. Williams
January 5, 2004
Page 2

(2) Assignment of Memorandum of Lease Agreement, dated as of March 31, 2000, among Apex, as Assignor, Amtrak, as Lessee, and NTC, as Assignee.

Enclosed herewith is \$30 for the filing fee. Please return one copy of the file-stamped Release to the undersigned in the envelope provided.

Thank you for your attention to this matter. Please contact me should you have any questions.

Regards,

BAKER & DANIELS

A handwritten signature in cursive script that reads "Julie C. Fischer". The signature is written in black ink and is positioned above the printed name.

Julie C. Fischer

cc: Kimberly Davis

RECORDATION NO. 22908-B FILED

JAN 07 '04 11-01 AM

SURFACE TRANSPORTATION BOARD

original
INSTRUMENT OF SATISFACTION AND
as of January 5, 2004, by The Northern Trust Company, _____, dated
Illinois 60075 ("Assignee"), pursuant to that certain Assignr _____ ago,
Agreement, dated as of March 31, 2000 ("Memorandum"), between Wabash National Finance se
Corporation (now known as Apex Trailer Leasing & Rentals, L.P.) ("Assignor") and Assignee.

WITNESSETH

WHEREAS, by that certain Lease Agreement, dated as of February 12, 1999 (the "Lease"), National Railroad Passenger Corporation granted as security to Assignor all equipment as set forth on Exhibit No. 1 to the Memorandum (the "Equipment").

WHEREAS, by that certain Memorandum, Assignor assigned over to Assignee all of Assignor's right, title and interest in and to the Equipment.

WHEREAS, the Memorandum was filed and recorded with the U.S. Surface Transportation Board ("STB") on April 28, 2000 as Recordation No. 22908-A, which filing refers to the primary Memorandum of Lease Agreement filed with the STB on April 28, 2000 as Recordation No. 22908.

WHEREAS, Assignee desires to execute this Instrument to evidence for the public record the satisfaction and release of all of Assignee's rights and obligations under the Lease with respect to the Equipment.

NOW, THEREFORE, in consideration of the mutual premises set forth herein, Assignee does hereby acknowledge and confirm for the public record the satisfaction and release of all of Assignee's rights and obligations arising under the Lease with respect to the Equipment. Assignee does hereby acknowledge and agree that all of the monetary obligations of the lessee under the Lease have been fully discharged and satisfied and Assignee does hereby release its security interest in the Equipment and the Lease with regard to the Equipment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURES APPEAR ON FOLLOWING PAGE]

