

RECORDATION NO.

21009 - 1 FILED

JUN 29 '06

1-50 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 29, 2006

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 Partial Termination and Release (Amtrak Trust 97-C), dated as of June 29, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 21009.

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

Owner/Trustee: U.S. Bank National Association
(successor to State Street Bank and
Trust Company of Connecticut, N.A.)
225 Asylum Street
Hartford, Connecticut 06103

Lessee: National Railroad Passenger Corporation
400 North Capitol Street, N.W.
Washington, D.C. 20001

Mr. Vernon A. Williams
June 29, 2006
Page Two

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

50 box cars RELEASED within the series AMTK 71001 – AMTK 71199 as more particularly set forth in the attachment to the document.

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

Partial Termination and Release.

Also enclosed is a check in the amount of \$34.00 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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

PARTIAL TERMINATION AND RELEASE

(AMTRAK TRUST 97-C)

JUN 29 06

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This PARTIAL TERMINATION AND RELEASE (AMTRAK TRUST 97-C) dated as of June 29, 2006 (the "*Partial Termination*") is made by U.S. BANK NATIONAL ASSOCIATION (as successor to State Street Bank and Trust Company of Connecticut, National Association), a national banking association, not in its individual capacity but solely as owner trustee ("*Owner Trustee*") under that certain Trust Agreement (Amtrak Trust 97-C) dated as of September 1, 1997.

WITNESSETH:

WHEREAS, Owner Trustee and National Railroad Passenger Corporation ("*Amtrak*") have entered into that certain Lease of Railroad Equipment (Amtrak Trust 97-C), dated as of September 1, 1997 (as amended, supplemented and modified, the "*Lease*");

WHEREAS, Owner Trustee and Amtrak are parties to that certain Memorandum of Lease of Railroad Equipment (Amtrak Trust 97-C) dated November 19, 1997 ("*Memorandum of Lease*"), which was filed and recorded on November 19, 1997 at 2:25 p.m. with the Surface Transportation Board and has been assigned recordation No. 21009, which Memorandum of Lease evidences that certain railcars (the "*Leased Railcars*") are subject to the Lease; and

WHEREAS, on the date hereof, Owner Trustee and Amtrak have made arrangements satisfactory to each of them to terminate the Lease with respect to certain of the Leased Railcars, which such railcars are described on Annex A hereto (the "*Released Railcars*").

NOW, THEREFORE, Owner Trustee and Amtrak agree as follows:

Section 1. Termination and Release of the Released Railcars. The lease of the Released Railcars pursuant to the Lease is hereby terminated and all rights and obligations of Amtrak in and to the Released Railcars, arising from and through the Lease, are hereby terminated and released except for such obligations that pursuant to the terms of the Lease expressly survive such termination. Nothing in this Partial Termination shall amend, modify or limit the rights and obligations of Owner Trustee or Amtrak in respect of the Leased Railcars other than the Released Railcars and the Lease in respect of such Leased Railcars shall remain in full force and effect.

Section 2. Further Assurances. Owner Trustee hereby agrees to execute and deliver to Amtrak, at Amtrak's cost and expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Partial Termination.

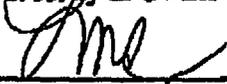
Section 3. Representations and Warranties. Each of Amtrak and Owner Trustee represents and warrants that this Partial Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Owner Trustee has full authority to terminate and release all of its right, title and interest in and to the Released Railcars.

Section 4. Counterparts. This Partial Termination may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts together shall constitute but one and the same instrument.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, each of Amtrak and Owner Trustee has caused this Partial Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION (as
successor to State Street Bank and Trust
Company of Connecticut, National
Association), not in its individual capacity,
but solely as Owner Trustee

By: 
Name: Laurel A. Melody-Casasanta
Title: Vice President

**NATIONAL RAILROAD PASSENGER
CORPORATION**

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of Amtrak and Owner Trustee has caused this Partial Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION (as
successor to State Street Bank and Trust
Company of Connecticut, National
Association), not in its individual capacity,
but solely as Owner Trustee

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By: DALE M. STEIN
Name: DALE M. STEIN
Title: TREASURER

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD)

ss: Hartford

June 29, 2006

Before me, the undersigned Notary Public, personally appeared LAUREL MELON CASASANTA, known to me, who stated in my presence that he/she is the VICE PRESIDENT of U.S. Bank National Association, a national banking association, and that he/she, being fully authorized to do so, executed the foregoing instrument on behalf of U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee, as his/her free act and deed and as the free act and deed of U.S. Bank National Association in such capacity.

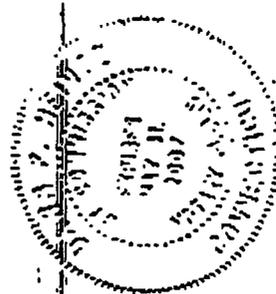
Dawn P. Heintz
Name:

DAWN P. HEINTZ
NOTARY PUBLIC

Notary Public

MY COMMISSION EXPIRES MAY 31, 2007

My commission expires: _____



DISTRICT OF COLUMBIA)

) ss:

June 29, 2006

Before me, the undersigned Notary Public, personally appeared _____, known to me, who stated in my presence that he/she is the _____ of National Railroad Passenger Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Name:
Notary Public

My commission expires: _____

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD)

ss: Hartford

June 29, 2006

Before me, the undersigned Notary Public, personally appeared _____, known to me, who stated in my presence that he/she is the _____ of U.S. Bank National Association, a national banking association, and that he/she, being fully authorized to do so, executed the foregoing instrument on behalf of U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee, as his/her free act and deed and as the free act and deed of U.S. Bank National Association in such capacity.

Name:
Notary Public

My commission expires: _____

DISTRICT OF COLUMBIA)
) ss.:
)

June 29, 2006 *ERK*

Before me, the undersigned Notary Public, personally appeared DALE M. STEIN, known to me, who stated in my presence that he/she is the TREASURER of National Railroad Passenger Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Eliza F. Kelly

Name: ELIZA F. KELLY
Notary Public, D.C.

My commission expires: 31 July 2009

Annex A to
Partial Termination and
Release

DESCRIPTION OF RELEASED RAILCARS

| <u>EQUIPMENT TYPE</u> | <u>AMTRAK EQUIPMENT NUMBERS</u> | | |
|---|---------------------------------|-------|-------|
| Fifty (50) Trenton Works Ltd. 100-ton 60'9" Plate "C" Box cars | | AMTK | |
| | 71001 | 71093 | 71151 |
| | 71013 | 71099 | 71155 |
| | 71020 | 71101 | 71158 |
| | 71021 | 71102 | 71169 |
| | 71027 | 71103 | 71176 |
| | 71041 | 71111 | 71177 |
| | 71047 | 71112 | 71182 |
| | 71051 | 71113 | 71183 |
| | 71055 | 71118 | 71184 |
| | 71057 | 71122 | 71186 |
| | 71065 | 71123 | 71187 |
| | 71069 | 71124 | 71188 |
| | 71070 | 71128 | 71190 |
| | 71071 | 71138 | 71193 |
| | 71072 | 71143 | 71198 |
| | 71074 | 71148 | 71199 |
| | 71091 | 71150 | |

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: 6/29/06



Robert W. Alvord