

THELEN REID BROWN  
RAYSMAN STEINER, P.C.

NEW YORK COUNTY CLERK - OFFICE OF THE CLERK  
STATE OF NEW YORK - DEPARTMENT OF TAXATION AND FINANCE

RECORDATION NO. 18405-I FILED

October 2, 2007

SEP 28 '07 -3 4 6 PM

SURFACE TRANSPORTATION BOARD

Barbara Saddler  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

**Re: National Railroad Passenger Corporation  
Termination Recordings**

Dear Barbara:

Enclosed please find the Termination and Release (Amtrak Trust 93-B) dated as of July 1, 2007, made by WILMINGTON TRUST COMPANY, not in its individual capacity but solely as owner trustee under that certain Trust Agreement dated as of September 1, 1993 (Amtrak Trust 93-B) (the "Owner Trustee") and THE BANK OF NEW YORK, (as successor in interest to PNC Bank, National Association), as Indenture Trustee under a Trust Indenture and Security Agreement (Amtrak Trust 93-B) dated as of September 1, 1993, not in its individual capacity but solely as indenture trustee (the "Indenture Trustee").

This document relates to the Lease, dated September 1, 1993, between Owner Trustee and Indenture Trustee which was recorded (or a memorandum of which was recorded) with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on September 24, 1993 under recordation number 18405. This is a secondary filing, and the attached copy replaces the one submitted to [www.stb.dot.gov](http://www.stb.dot.gov) on Friday September 28, 2007.

The names and addresses of the parties to this document are as follows:

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
Wilmington, Delaware 19890

Indenture Trustee: The Bank of New York  
Corporate Debt Client Svc  
101 Barclay Street-8W  
New York, New York 10286

NY #1192690 v1

October 2, 2007

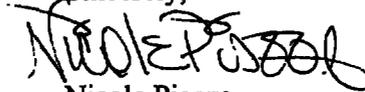
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Please time and date stamp the Termination and a copy of this letter as proof of recordation and return the original to:

Thelen Reid Brown Raysman & Steiner LLP  
Nicole Piazza  
875 Third Avenue  
12<sup>th</sup> Floor  
New York, NY 10022

Please feel free to contact me at (212) 603-2219 or [npiazza@thelen.com](mailto:npiazza@thelen.com) should you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Nicole Piazza", written in a cursive style.

Nicole Piazza  
Paralegal

NP/  
Enclosures

SEP 28 07 -3 4 6 PM

**TERMINATION AND RELEASE  
(AMTRAK TRUST 93-B)****SURFACE TRANSPORTATION BOARD**

This TERMINATION AND RELEASE (AMTRAK TRUST 93-B) dated as of July 1, 2007 (the "*Termination and Release*") is made by WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as owner trustee under that certain Trust Agreement dated as of September 1, 1993 (Amtrak Trust 93-B) (the "*Owner Trustee*") and THE BANK OF NEW YORK, (as successor in interest to PNC Bank, National Association), as Indenture Trustee under a Trust Indenture and Security Agreement (Amtrak Trust 93-B) dated as of September 1, 1993, not in its individual capacity but solely as indenture trustee (the "*Indenture Trustee*").

**WITNESSETH:**

WHEREAS, National Railroad Passenger Corporation ("*Amtrak*"), BNY Lease Equities (CapFunding) LLC (as transferee of BNY Capital Funding Corp.) (the "*Owner Participant*"), Indenture Trustee, and Owner Trustee (collectively, the "*Parties*") have entered into that certain Participation Agreement (Amtrak Trust 93-B), dated as of September 1, 1993 (as amended, modified or supplemented from time to time, the "*Participation Agreement*");

WHEREAS, Owner Trustee and Amtrak entered into that certain (i) Lease of Railroad Equipment (Amtrak Trust 93-B) dated as of September 1, 1993 (the "*Lease*") recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on September 24, 1993 under Recordation No. 18405, and (ii) Lease Supplement No. 1, dated September 24, 1993 recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on September 24, 1993 under Recordation No. 18405-B, pursuant to which Amtrak leased the Equipment from Owner Trustee;

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain (i) Trust Indenture and Security Agreement (Amtrak Trust 93-B) dated as of September 1, 1993 (the "*Indenture*") recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on September 24, 1993 under Recordation No. 18405-A, and (ii) Indenture Supplement No. 1 dated September 24, 1993 recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on September 24, 1993 under Recordation No. 18405-C, pursuant to which Owner Trustee assigned to the Indenture Trustee all of its right, title and interest in and to the Equipment subject to the terms and provisions of the Indenture;

WHEREAS, Amtrak, as Lessee, is exercising its Special Purchase Option, pursuant to Section 16.1 of the Lease, with respect to four (4) General Electric Dash 8-40 BPH Locomotives, bearing Amtrak Equipment Numbers 808, 810, 812 and 820 (hereinafter the "*Terminated Units*").

NOW, THEREFORE, Owner Trustee and Indenture Trustee each agree as follows:

**Section 1. Termination and Release of the Terminated Units by Owner Trustee.** All right, title and interest of Owner Trustee in and to the Terminated Units, arising from and through the Lease, is hereby terminated and released.

**Section 2. Termination and Release of the Terminated Units by Indenture Trustee.** All right, title and interest of Indenture Trustee in and to the Replacement Unit, arising from and through the Indenture, is hereby terminated and released.

**Section 3. Further Assurances.** Each of Owner Trustee and Indenture 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 Termination and Release.

**Section 4. Representations and Warranties.** Each of Owner Trustee and Indenture Trustee represents and warrants that this Termination and Release constitutes the legal and valid obligation of each of Owner Trustee and Indenture Trustee, enforceable against each of Owner Trustee and Indenture Trustee in accordance with its terms, and each of Owner Trustee and Indenture Trustee has full authority to terminate and release all of its right, title and interest in and to the Terminated Units.

**Section 5. Definitions.** Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of the Termination and Release have the respective meanings specified in Annex A to the Lease.

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

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Owner Trustee

By: Robert J. Perkins

Name: Robert J. Perkins  
Title: Sr Financial Services Officer

THE BANK OF NEW YORK,  
not in its individual capacity, but solely as  
Indenture Trustee

By: \_\_\_\_\_

Name:  
Title:



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

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Owner Trustee

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

THE BANK OF NEW YORK,  
not in its individual capacity, but solely as  
Indenture Trustee

By: *Francine Kincaid*  
Name: **FRANCINE KINCAID**  
Title: **VICE PRESIDENT**

