

RECORDATION NO. 23033-B FILED

FEB 05 '09 -2 45 PM

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SURFACE TRANSPORTATION BOARD

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February 5, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated as of February 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Lease of Railroad Equipment (Amtrak 2000-G) previously filed with the Board under Recordation Number 23033.

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

Lessor: Wilmington Trust Company, not in its individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

[Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002]

Anne K. Quinlan, Esq.
February 5, 2009
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A description of the railroad equipment covered by the enclosed document is:

66 railcars within the series AMTK 44826 - AMTK 44957 and AMTK 81000 - AMTK 85003 as more particularly set forth in the attachment to the document.

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

Termination and Release.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

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TERMINATION AND RELEASE

SURFACE TRANSPORTATION BOARD

This **TERMINATION AND RELEASE** dated February 5, 2009 (the "Termination and Release") is made by Wilmington Trust Company, not in its individual capacity, but solely as Trustee under the Trust Agreement (Amtrak Trust 2000-G) dated as of August 1, 2000 (in such capacity, the "Lessor").

WITNESSETH:

WHEREAS, the Lessor and **NATIONAL RAILROAD PASSENGER CORPORATION**, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), are parties to that certain Lease of Railroad Equipment (Amtrak Trust 2000-G) dated as of August 1, 2000 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-G) dated as of August 1, 2000 ("Supplement No. 1" together with the Lease, the Lease Agreement), which Lease Agreement has been filed and recorded on August 1, 2000 at 4:09 p.m. with the Surface Transportation Board and has been assigned recordation No. 23033;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Lessor agrees as follows:

Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Lease Agreement.

Section 2. Termination and Release of the Equipment. All right, title and interest of the Lessor in and to the Equipment described on Annex A hereto is hereby terminated and released. Amtrak and Lessor hereby terminate and cancel the Lease Agreement.

Section 3. Further Assurances. The Lessor hereby agrees to execute and deliver to Amtrak and its successors and assigns, at Amtrak's or its successors and assigns' cost and expense, as the case may be, such additional instruments, notices, releases or certificates as Amtrak or its successors and assigns, as the case may be, may reasonably request to effectuate the foregoing provisions of this Termination and Release.

IN WITNESS WHEREOF, the Lessor 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 Trustee, as aforesaid



By: _____
Name: Steven M. Barone
Title: Financial Services Officer

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this, the ___ day of December, 2008, before me personally appeared **Steven Barone**, to me personally known, who, being by me duly sworn, says that he is Financial Services Office of Wilmington Trust Company and that the foregoing 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.



Mark H. Brzoska

Notary Public

MARK H. BRZOSKA
Notary Public - State of Delaware
My Comm. Expires Jan. 6, 2010

ANNEX A

EQUIPMENT

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
81000	Amfleet I	Business Class
81001	Amfleet I	Business Class
81002	Amfleet I	Business Class
81500	Amfleet I	Business Class
81501	Amfleet I	Business Class
81502	Amfleet I	Business Class
81503	Amfleet I	Business Class
81504	Amfleet I	Business Class
81505	Amfleet I	Business Class
81507	Amfleet I	Business Class
82000	Amfleet I	Coach Class
82001	Amfleet I	Coach Class
82002	Amfleet I	Coach Class
82003	Amfleet I	Coach Class
82004	Amfleet I	Coach Class
82005	Amfleet I	Coach Class
82006	Amfleet I	Coach Class
82007	Amfleet I	Coach Class
82008	Amfleet I	Coach Class
82009	Amfleet I	Coach Class
82010	Amfleet I	Coach Class
82011	Amfleet I	Coach Class
82012	Amfleet I	Coach Class
82013	Amfleet I	Coach Class
82014	Amfleet I	Coach Class
82015	Amfleet I	Coach Class
82016	Amfleet I	Coach Class
82017	Amfleet I	Coach Class
82018	Amfleet I	Coach Class
82019	Amfleet I	Coach Class
82068	Amfleet I	Coach Class
82069	Amfleet I	Coach Class
82070	Amfleet I	Coach Class
82071	Amfleet I	Coach Class
82072	Amfleet I	Coach Class
82073	Amfleet I	Coach Class
82074	Amfleet I	Coach Class

Amtrak Equipment Number	<u>Equipment Type</u>	
82075	Amfleet I	Coach Class
82500	Amfleet I	Coach Class
82501	Amfleet I	Coach Class
82502	Amfleet I	Coach Class
82503	Amfleet I	Coach Class
82516	Amfleet I	Coach Class
82517	Amfleet I	Coach Class
82518	Amfleet I	Coach Class
85000	Amfleet I	Food Service
85001	Amfleet I	Food Service
85002	Amfleet I	Food Service
85003	Amfleet I	Food Service

Lot 2

Amtrak Equipment Number	<u>Equipment Type</u>	
44826	Amfleet I	Amfleet I Coach
44834	Amfleet I	Amfleet I Coach
44837	Amfleet I	Amfleet I Coach
44839	Amfleet I	Amfleet I Coach
44846	Amfleet I	Amfleet I Coach
44847	Amfleet I	Amfleet I Coach
44902	Amfleet I	Amfleet I Coach
44906	Amfleet I	Amfleet I Coach
44912	Amfleet I	Amfleet I Coach
44914	Amfleet I	Amfleet I Coach
44915	Amfleet I	Amfleet I Coach
44916	Amfleet I	Amfleet I Coach
44917	Amfleet I	Amfleet I Coach
44921	Amfleet I	Amfleet I Coach
44923	Amfleet I	Amfleet I Coach
44953	Amfleet I	Amfleet I Coach
44957	Amfleet I	Amfleet I Coach

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: 2/5/09



Robert W. Alvord