

RECORDATION NO. 23031-B FILED

FEB 27 '09 -12 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

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

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
FAX (202) 393-2158  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

February 27, 2009

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

Re: Amtrak Trust 2000-E

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 27, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 23031.

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  
Wilmington, DE 19891

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

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

11 coach class railcars AMTK 82504 - AMTK 82515 (excluding AMTK 82508) and 6 Superliner Baggage coaches within series AMTK 31016 - AMTK 31044 as more particularly set forth in the attachment to the document.

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

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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SURFACE TRANSPORTATION BOARD

**TERMINATION AND RELEASE**

This TERMINATION AND RELEASE dated February 27, 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-E) 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-E) dated as of August 1, 2000 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-E) 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 3:55 p.m. with the Surface Transportation Board and has been assigned recordation No. 23031;

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

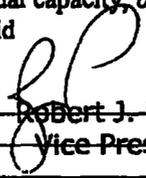
Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Lease Agreement.

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**

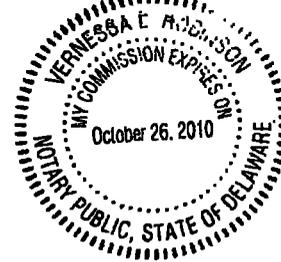
By:  \_\_\_\_\_  
Name: **Robert J. Perkins**  
Title: **Vice President**  
\_\_\_\_\_

STATE OF DELAWARE )  
 ) ss  
COUNTY OF NEW CASTLE )

On this, the 24 day of FEB, 2009, before me personally appeared Robert J. Perkins to me personally known, who, being by me duly sworn, says that he is Vice President of WTC, 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.



Notary Public  
**VERNESSA E. ROBINSON**  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2010



ANNEX A

EQUIPMENT

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
82504	Amfleet I	Coach Class
82505	Amfleet I	Coach Class
82506	Amfleet I	Coach Class
82507	Amfleet I	Coach Class
82509	Amfleet I	Coach Class
82510	Amfleet I	Coach Class
82511	Amfleet I	Coach Class
82512	Amfleet I	Coach Class
82513	Amfleet I	Coach Class
82514	Amfleet I	Coach Class
82515	Amfleet I	Coach Class

Lot 2

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
31016	Superliner I	Superliner Baggage Coach
31021	Superliner I	Superliner Baggage Coach
31028	Superliner I	Superliner Baggage Coach
31034	Superliner I	Superliner Baggage Coach
31042	Superliner I	Superliner Baggage Coach
31044	Superliner I	Superliner Baggage 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:

2/27/09



\_\_\_\_\_  
Robert W. Alvord