

RECORDATION NO 20418-B FILED
July 03, 2012 12:20 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

July 3, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 96-B), dated as of July 2, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Number 20418.

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

Lessee: National Railroad Passenger Corporation
10 G Street, NE
Washington, DC 20002

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Indenture Trustee: Manufacturers and Traders Trust Company
(successor-in-interest to The First National
Bank of Maryland)
25 South Charles Street
Baltimore, MD 21201

Chief, Section of Administration
July 3, 2012
Page 2

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

20 locomotives TERMINATED: AMTK 15 – AMTK 34.

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

Memorandum of Partial Lease and Indenture Termination (Amtrak Trust 96-B).

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,


✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of July 2, 2012, by and among **NATIONAL RAILROAD PASSENGER CORPORATION**, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("**Amtrak**"), **WILMINGTON TRUST COMPANY**, a Delaware trust company, not in its individual capacity, but solely as Owner Trustee (the "**Owner Trustee**") under the Trust Agreement (Amtrak Trust 96-B), dated as of December 15, 1996 (the "**Trust Agreement**") and **MANUFACTURERS AND TRADERS TRUST COMPANY**, a national banking association (as successor-in-interest to The First National Bank of Maryland), as Indenture Trustee (together with any successor indenture trustee, the "**Indenture Trustee**" and together with Amtrak and Owner Trustee, the "**Parties**"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Indenture (defined below).

WHEREAS, Owner Trustee, as lessor, and Amtrak, as lessee, entered into that certain Lease of Railroad Equipment (Amtrak Trust 96-B), dated as of December 15, 1996 and that certain Lease Supplement No. 1 (Amtrak Trust 96-B), dated December 23, 1996 (collectively, the "**Lease**"), a memorandum of which was recorded with the Interstate Commerce Commission (as then existing and as succeeded by the Surface Transportation Board (the "**STB**")) on December 23, 1996 at 3:25 p.m. under Recordation No. 20418 and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 23, 1996 at 3:32 p.m., covering the railroad equipment listed in Schedule A hereto, bearing the equipment numbers of Amtrak shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor (the "**Equipment**");

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Trust Indenture and Security Agreement (Amtrak Trust 96-B), dated as of December 15, 1996 and that certain Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 96-B), dated December 23, 1996 (collectively, the "**Indenture**"), a memorandum of which was recorded with the STB on December 23, 1996, at 3:25 p.m. under Recordation No. 20418-A and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 23, 1996 at 3:33 p.m., covering the Equipment;

WHEREAS, Amtrak is purchasing the Equipment from Owner Trustee, and in connection therewith, (i) the lien of the Indenture and all rights of the Indenture Trustee thereunder are released and discharged, and the Indenture is terminated, and (ii) the Equipment is released from the Lease and the Lease is terminated;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment of the Equipment and the termination of the Lease and the Indenture.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease and Indenture Termination with the STB pursuant to 49 USC section 11301(a) and with the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act.

[Memorandum of Lease and Indenture Termination (Amtrak Trust 96-B)]

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

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

By: 

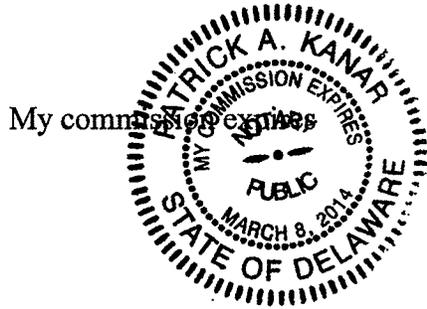
Name: RITA MARIE RITROVATO
Title: ASSISTANT VICE PRESIDENT

[Memorandum of Lease and Indenture Termination (Amtrak Trust 96-B)]

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 18 day of June, 2012, before me personally appeared Rita Marie Ritovato to me personally known, who, by me being duly sworn, says that he/she is AVP of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware trust company 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 trust company.

Patrick A. Kanar
Notary Public



PATRICK A. KANAR
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 03-08-2014

[Memorandum of Lease and Indenture Termination (Amtrak Trust 96-B)]

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

**MANUFACTURERS AND TRADERS
TRUST COMPANY, as Indenture Trustee**

By: Artis Cummings
Name: Artis Cummings
Title: Banking Officer

[Memorandum of Lease and Indenture Termination (Amtrak Trust 96-B)]

STATE OF MARYLAND)
) SS.:
CITY OF BALTIMORE)

On this 28th day of June, 2012, before me personally appeared Artis Cummings, to me personally known, who, by me being duly sworn, says that he/she is Banking Officer of MANUFACTURERS AND TRADERS TRUST COMPANY, and that the foregoing instrument was signed on behalf of said company, 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 company.

Deborah Sneyd-Baily
Notary Public

My commission expires

April 4, 2014



[Memorandum of Lease and Indenture Termination (Amtrak Trust 96-B)]

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

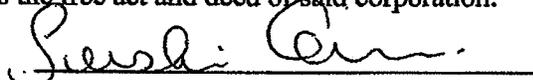
NATIONAL RAILROAD PASSENGER CORPORATION

By: Dale M. Stein @
Name: Dale M. Stein
Title: Treasurer

[Memorandum of Lease and Indenture Termination (Amtrak Trust 96-B)]

DISTRICT OF COLUMBIA)
) SS.:

On this 21st day of June, 2012, before me personally appeared DALE M. STEIN, to me personally known, who, by me being duly sworn, says that he is 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires 2/28/17



Schedule A to
Memorandum of Lease and
Indenture Termination

DESCRIPTION OF UNITS
(AMTRAK TRUST 96-B)

Equipment Type	Amtrak Equipment Numbers
Twenty (20) General Electric P42-DC Single Mode Diesel Locomotives	15 through 34, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 7/29/12

Edward M Luria
Edward M. Luria