

RECORDATION NO 18742-D FILED
April 29, 2013 04:55 PM
SURFACE TRANSPORTATION BOARD

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

April 29, 2013

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

Dear Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease and Indenture Termination (Amtrak Trust 94-A), dated April 1, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 18742.

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

Indenture Trustee: Wells Fargo Bank Northwest, N.A. (as
successor in interest to First Security Bank of
Utah, National Association)
79 South Main Street
Salt Lake City, UT 84111

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

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

Chief
Section of Administration
April 29, 2013
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A description of the railroad equipment covered by the enclosed document is:

7 Superliner passenger cars TERMINATED: AMTK 32085 – 83087, inclusive, and AMTK 38039 – 38042, inclusive.

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

Memorandum of Lease and Indenture Termination (Amtrak Trust 94-A).

Also enclosed is a check in the amount of \$42.00 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

EMLsem
Enclosures

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of April 1, 2013, by and among NATIONAL RAILROAD PASSENGER CORPORATION, a District of Columbia corporation ("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, dated as of March 15, 1994 (the "Trust Agreement") and WELLS FARGO BANK NORTHWEST, N.A., a national banking association (as successor-in-interest to First Security Bank of Utah, National Association), as 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 94-A), dated as of March 15, 1994, which was recorded with the Interstate Commerce Commission ("ICC"), predecessor to the Surface Transportation Board ("STB"), on March 24, 1994 under Recordation No. 18742, as supplemented by that certain Lease Supplement No. 1 (Amtrak Trust 94-A) dated March 24, 1994, recorded with the ICC on March 24, 1994 at under Recordation No. 18742-B, covering certain units of equipment as specified Schedule A hereto, and all additions and alterations thereof, replacements thereof and substitutions therefor (as so supplemented, the "Lease");

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Trust Indenture and Security Agreement (Amtrak Trust 94-A), dated as of March 15, 1994, a memorandum of which was recorded with the ICC on March 24, 1994 under Recordation No. 18742-A, as supplemented by that certain Indenture Supplement No. 1 (Amtrak Trust 94-A), dated as of March 24, 1994, recorded with the ICC on March 24, 1994, under Recordation No. 18742-C, covering the Equipment (as so supplemented, the "Indenture"); and

WHEREAS, the Parties have agreed to, and wish to show for the public record, the termination of the Lease and the termination of 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).

[Signature Page Follows]

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

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:

Title:

Rita Marie Ritrovato
Assistant Vice President

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

WELLS FARGO BANK NORTHWEST,
N.A. (as successor-in-interest to First
Security Bank of Utah, National
Association), as Indenture Trustee



By: _____

Name: David Wall

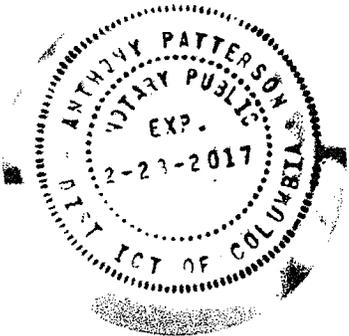
Title: Vice President

DISTRICT OF COLUMBIA)
) SS.:
)

On this 10th day of April, 2013, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he/she 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anthony Patterson
Notary Public

My commission expires: 2/28/2017



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

On this 9th day of April, 2013, before me personally appeared Rita Marie Ritrovato, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President 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.


Notary Public

My commission expires:

SUSANNE M. GULA
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 11-21-2013

Schedule A to
Memorandum of Lease and
Indenture Termination

**DESCRIPTION OF UNITS
(AMTRAK TRUST 94-A)**

Equipment Type	Manufacturer's Numbers	Amtrak Equipment Numbers
Superliner II Sleeper	29	32085
	31	32086
	33	32087
Superliner II Diner	14	38039
	30	38040
	32	38041
	34	38042

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: 4/29/13

Edward M Luria
Edward M. Luria