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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

July 1, 2013

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 Lease and Indenture Termination, dated as of July 1, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 20286.

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

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

Indenture Trustee: Manufacturers and Traders Trust Company  
25 South Charles Street  
Baltimore, MD 21202

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

Section Chief  
July 1, 2013  
Page 2

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

19 locomotives: AMTK 71 and AMTK 81 – AMTK 98, inclusive.

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

Memorandum of Lease and Indenture Termination.

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,

A handwritten signature in black ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of July 1, 2013, 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-A), dated as of September 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 (i) Lease of Railroad Equipment (Amtrak Trust 96-A), dated as of September 15, 1996 (as modified, amended and/or supplemented from time to time, the "**Lease**") and that certain Lease Supplement No. 1 (Amtrak Trust 96-A), dated September 30, 1996, 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 September 30, 1996 at 1:55 p.m. under Recordation No. 20286 and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 30, 1996 at 3:49 p.m., covering certain units of equipment as specified therein, (ii) Lease Supplement No. 2 (Amtrak Trust 96-A) dated December 23, 1996, a memorandum of which was recorded with the STB on December 23, 1996 at 3:20 p.m. under Recordation No. 20286-B and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 23, 1996 at 3:30 p.m., (iii) Lease Supplement No. 3 (Amtrak Trust 96-A), dated March 27, 1997, a memorandum of which was recorded with the STB on March 27, 1997 at 1:42 p.m. under Recordation No. 20286-D and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on March 27, 1997 at 1:47 p.m., covering certain units of equipment as specified therein, (iv) Lease Supplement No. 4 (Amtrak Trust 96 A), dated June 26, 1997, as amended by Amendment to Lease Supplement No. 4 (as defined below), a memorandum of which was recorded with the STB on June 26, 1997 at 1:25 p.m. under Recordation No. 20286-F and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on June 26, 1997 at 1:43 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**"), (v) Lease Supplement No. 5 (Amtrak Trust 96-A) dated August 18, 2011, recorded with the STB on August 18, 2011 at 11:15 a.m. under Recordation No. 20286-H and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on August 18, 2011 at 4:04 p.m. covering certain units of equipment as specified therein, and (vi) Amendment to Lease Supplement No. 4 (Amtrak Trust 96-A) dated May 17, 2013 ("**Amendment to Lease Supplement No. 4**"), recorded with the STB on May 17, 2013 at 1:35 p.m. under Recordation No. 20286-M and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on May 17, 2013 at 3:16 p.m.;

**WHEREAS**, Owner Trustee and Indenture Trustee entered into that certain (i) Amended and Restated Trust Indenture and Security Agreement (Amtrak Trust 96-A) dated as of June 15, 1997 (as modified, amended and/or supplemented from time to time, the “**Indenture**”), which amends and restates that certain Trust Indenture and Security Agreement (Amtrak Trust 96-A) dated as of September 15, 1996, and that certain Indenture Supplement No. 1 (Amtrak Trust 96-A), dated September 30, 1996, a memorandum of which was recorded with the STB on September 30, 1996 at 1:55 p.m. under Recordation No. 20286-A and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 30, 1996 at 3:48 p.m., covering certain units of equipment as specified therein, (ii) Indenture Supplement No. 2 (Amtrak Trust 96-A), dated December 23, 1996, a memorandum of which was recorded with the STB on December 23, 1996, at 3:20 p.m. under Recordation No. 20286-C and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on December 23, 1996 at 3:31 p.m., (iii) Indenture Supplement No. 3 (Amtrak Trust 96-A), dated March 27, 1997, a memorandum of which was recorded with the STB on March 27, 1997 at 1:48 p.m. under Recordation No. 20286-E and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on March 27, 1997 at 1:47 p.m., covering certain units of equipment as specified therein, and (iv) Indenture Supplement No. 4 (Amtrak Trust 96-A), dated June 26, 1997, as amended by Amendment to Indenture Supplement No. 4 (as defined below), a memorandum of which was recorded with the STB on June 26, 1997 at 1:25 p.m. under Recordation No. 20286-G and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on June 26, 1997 at 1:44 p.m., covering the Equipment, (v) Indenture Supplement No. 5 (Amtrak Trust 96-A) dated August 18, 2011, recorded with the STB on August 18, 2011 at 11:15 a.m. under Recordation No. 20286-I and deposited in the office of the Registrar General of Canada pursuant to §105 of the Canada Transportation Act on August 18, 2011 at 4:04 p.m., covering certain units of equipment as specified therein, and (vi) Amendment to Trust Agreement and Indenture Supplement No. 4 (Amtrak Trust 96-A) dated May 17, 2013 (“**Amendment to Indenture Supplement No. 4**”), recorded with the STB on May 17, 2013 at 1:35 p.m. under Recordation No. 20286-N and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on May 17, 2013 at 3:16 p.m.;

**WHEREAS**, Amtrak, Owner Trustee and Indenture Trustee entered into that certain (i) Memorandum of Partial Lease and Indenture Termination dated as of September 30, 2011, recorded with the STB on October 4, 2011 at 11:00 a.m. under Recordation No. 20286-J and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on October 4, 2011 at 3:31 p.m., (ii) Memorandum of Partial Lease and Indenture Termination dated as of July 2, 2012, recorded with the STB on July 3, 2012 at 12:20 p.m. under Recordation No. 20286-K and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on July 3, 2012 at 1:43 p.m., and (iii) Memorandum of Partial Lease and Indenture Termination dated as of October 1, 2012, recorded with the STB on October 2, 2012 at 2:55 p.m. under Recordation No. 20286-L and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on October 2, 2012 at 3:36 p.m.

**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-A)]

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:

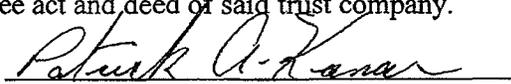
Title:

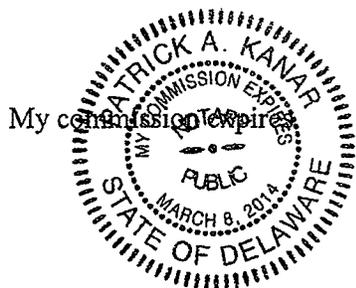
  
**Jacqueline E. Solone**  
**Assistant Vice President**

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

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

On this 20 day of June, 2013, before me personally appeared Jacqueline F. Solone to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President 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



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

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

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

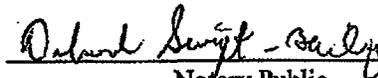
**MANUFACTURERS AND TRADERS  
TRUST COMPANY, as Indenture Trustee**

By Artis Cummins  
Name: ARTIS CUMMINGS  
Title: BANKING OFFICER

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

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

On this 20<sup>th</sup> day of June, 2013 before me personally appeared Artis Cummings, to me personally known, who by me being duly sworn, says that he/she is a 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.

  
\_\_\_\_\_  
Notary Public

My commission expires:

April 4, 2014

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

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

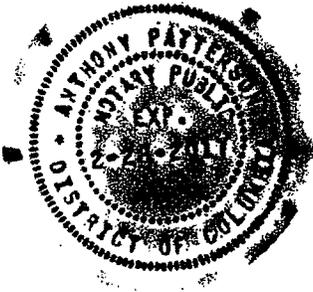
[Memorandum of Lease and Indenture Termination (Amtrak Trust 96-A)]

DISTRICT OF COLUMBIA        )  
  ) SS.:

On this 27 day of June, 2013, 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.

Anthony Patterson  
Notary Public

My commission expires 2/28/2017



Schedule A to  
Memorandum of Lease and  
Indenture Termination

**DESCRIPTION OF UNITS**  
**(AMTRAK TRUST 96-A)**

<b>Equipment Type</b>	<b>Amtrak Equipment Numbers</b>
Nineteen (19) General Electric P42-DC Single Mode Diesel Locomotives	71; and 81 through 98, 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: 7-1-13

Edward M Luria  
Edward M. Luria