

RECORDATION NO. 20286-5  
FILED

OCT 04 '11 11:00 AM

SURFACE TRANSPORTATION BOARD

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October 4, 2011

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-A), dated as of September 30, 2011, 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 20286.

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

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

Lessor/  
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  
October 4, 2011  
Page 2

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

14 locomotives TERMINATED AMTK 1, 2, 4, 5, 6, 9 – 12 and 99 – 103.

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

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

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

SEP 11 11 00 AM

AMTRAK TRUST 96-A

~~SURFACE TRANSPORTATION BOARD~~ MEMORANDUM OF PARTIAL LEASE AND INDENTURE TERMINATION, dated as of September 30, 2011, 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, 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, dated as of September 15, 1996 (the "Lease") and that certain Lease Supplement No. 1 (Amtrak Trust 96-A), dated as of September 30, 1996, ("Lease Supplement No. 1"), 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 3:38 p.m., covering the railroad equipment listed in Schedule A hereto and referred to therein as the LS1 Equipment, bearing the equipment numbers of Amtrak shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefore (the "LS 1 Equipment"), (ii) Lease Supplement No. 2 (Amtrak Trust 96-A) dated December 23, 1996 ("Lease Supplement No. 2"), 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 3:29 p.m. covering certain units of equipment as specified therein, (iii) Lease Supplement No. 3 (Amtrak Trust 96-A), dated as of March 27, 1997 ("Lease Supplement No. 3"), 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 as of June 26, 1997 ("Lease Supplement No. 4"), 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 certain units of equipment as specified therein, and (v) Lease Supplement No. 5 (Amtrak Trust 96-A) dated August 18, 2011 ("Lease Supplement No. 5"), 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 the railroad equipment listed in Schedule A hereto, bearing the equipment numbers of Amtrak shown in said Schedule A and referred to therein as the LS5 Equipment, and all additions and

alterations thereof, replacements thereof and substitutions therefore (the "LS 5 Equipment" and together with the LS 1 Equipment, the "Equipment");

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain (i) Trust Indenture and Security Agreement, dated as of September 15, 1996 (the "Indenture") and that certain Indenture Supplement No 1 (Amtrak Trust 96-A), dated as of September 30, 1996 ("Indenture Supplement No 1"), 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 3:38 p.m., covering the LS 1 Equipment, (ii) Indenture Supplement No 2 (Amtrak Trust 96-A), dated as of December 23, 1996 ("Indenture Supplement No 2"), 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 3:29 p m., covering certain other units of equipment as specified therein, (iii) Indenture Supplement No. 3 (Amtrak Trust 96-A), dated as of March 27, 1997 ("Indenture Supplement No. 3"), a memorandum of which was recorded with the STB on March 27, 1997 at 1:42 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 other units of equipment as specified therein, and (iv) Indenture Supplement No. 4 (Amtrak Trust 96-A), dated as of June 26, 1997 ("Indenture Supplement No. 4"), 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 1:43 p m, covering certain units of equipment as specified therein, and (v) Indenture Supplement No 5 (Amtrak Trust 96-A) dated August 18, 2011 ("Indenture Supplement No. 5"), 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 the LS 5 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 in the Equipment are released and discharged, and Indenture Supplement No. 1 and Indenture Supplement No. 5 are terminated, and (ii) the Equipment is released from the Lease and the Lease, solely with respect to the Equipment, as supplemented by Lease Supplement No. 1 and Lease Supplement No 5, is terminated;

WHEREAS, the Lease, as supplemented by Lease Supplement No 2, Lease Supplement No 3 and Lease Supplement No 4, continues in full force and effect with respect to all Equipment or Units subject thereto;

WHEREAS, the Indenture, as supplemented by Indenture Supplement No. 2, Indenture Supplement No 3 and Indenture Supplement No 4, continues in full force and effect with respect to all Equipment or Units subject thereto; and

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, solely with respect to the Equipment.

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)

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: Anita Roselli Woolery  
Title: Assistant Vice President

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

On this 23 day of September, 2011, before me personally appeared Anita Roselli Wootery, 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 banking corporation.

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

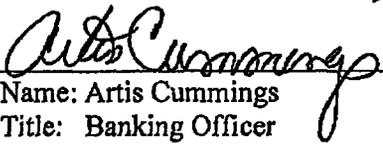
My commission expires

**TIRA L. JOHNSON**  
Notary Public - State of Delaware  
My Comm. Expires Sept. 29, 2011



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   
Name: Artis Cummings  
Title: Banking Officer

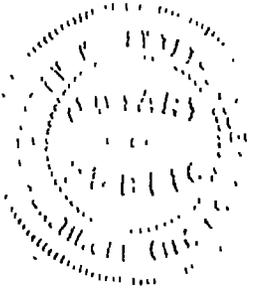
Memorandum of Partial Lease and Indenture Termination  
(Amtrak 96-A)

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

On this 23<sup>rd</sup> day of September, 2011, before me personally appeared Artis Cummings, to me personally known, who, by me being duly sworn, says that he/she is a Bank Officer of MANUFACTURERS AND TRADERS TRUST COMPANY, and that the foregoing instrument was signed on behalf of said New York banking 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 banking corporation.

Debra K. Supt-Scaly  
Notary Public

My commission expires:  
April 4, 2014



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

DISTRICT OF COLUMBIA     )  
  ) SS.:    )

On this 27<sup>th</sup> day of September, 2011, before me personally appeared Dale M Stein, to me personally known, who, by me being duly sworn, says that he is the 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 April 14, 2012

Schedule A to  
Memorandum of Partial Lease and  
Indenture Termination

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

| Equipment Type  | Amtrak Equipment Numbers |
|---|--------------------------|
| <u>LS 1 Equipment</u><br>Nine (9) General Electric P42-DC Single Mode Diesel Locomotives    | 1                        |
|   | 2                        |
|   | 4                        |
|   | 5                        |
|   | 6                        |
|   | 9                        |
|   | 10                       |
|   | 11                       |
|   | 12                       |
| <u>LS 5 Equipment</u><br>Five (5) General Electric Model AMD-103 Genesis Series Locomotives | 99                       |
|   | 100                      |
|   | 101                      |
|   | 102                      |
|   | 103                      |

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

10/4/11

Edward M Luria

Edward M Luria