

RECORDATION NO. 21679-F FILED

JAN 31 '12 -3 0 0 PM

SURFACE TRANSPORTATION BOARD

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

January 31, 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 Notice of Full Termination of Lease (Amtrak Trust 98-C), dated January 31, 2012, 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 Board under Recordation Number 21679.

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

| | |
|---------------------------|---|
| Owner Trustee/ Lessor: | U.S. Bank National Association (successor In interest to First Union National Bank) 225 Franklin Street Boston, MA 02110 |
| Lessee: | National Railroad Passenger Corporation 10 G Street, NE Washington, DC 20002 |

Chief, Section of Administration
January 31, 2012
Page 2

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

All railroad equipment at any time covered by the Lease and all supplements thereto and identified in the primary and secondary filings made under Recordation Number 21679 is TERMINATED.

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

Notice of Full Termination of Lease (Amtrak Trust 98-C).

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

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**NOTICE OF FULL TERMINATION OF LEASE
(AMTRAK TRUST 98-C)**

SURFACE TRANSPORTATION BOARD

The undersigned, **U.S. BANK NATIONAL ASSOCIATION** (successor in interest to First Union National Bank), not in its individual capacity but solely as Owner Trustee, and as Lessor (the "**Lessor**"), and **NATIONAL RAILROAD PASSENGER CORPORATION** (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("**Amtrak**"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby give notice that they have terminated that certain Lease of Railroad Equipment (Amtrak Trust 98-C) dated as of September 15, 1998, as supplemented by that certain Lease Supplement No. 1 (Amtrak Trust 98-C) dated September 29, 1998 and as further supplemented, amended or modified (the "**Lease**"), between the Lessor and the Lessee.

A Memorandum of Lease of Railroad Equipment (Amtrak Trust 98-C) dated September 29, 1998 was duly filed and recorded with the Surface Transportation Board on September 29, 1998 under Recordation Number 21679 and was filed with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act on September 29, 1998 at 11:48 a.m. This document constitutes a release of all interests, claims, liens or encumbrances over all railroad equipment at any time covered by the Lease and all supplements thereto identified in the primary and secondary filings made under Recordation Number 21679.

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or as provided in that certain Purchase and Sale Agreement (Amtrak Trust 98-C) dated as of January 6, 2012 between, among others, the parties hereto.

Dated: January 31, 2012

[Signature Page Follows]

U.S. BANK NATIONAL ASSOCIATION, not
in its individual capacity, but solely as Owner
Trustee and Lessor

By: Nicole Poole
Name:
Title: **Nicole Poole**
Vice President

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name:
Title:

NOTICE OF FULL TERMINATION OF LEASE (AMTRAK TRUST 98-C)

STATE OF Delaware)
COUNTY OF New Castle) ss.:

On this 23 day of January, 2012 before me personally appeared Nicole Poole, to me personally known, who, being by me duly sworn, says that he/she is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.

Samuel E. Helfert, Jr.
Notary Public

My Commission Expires: 10/30/2012

U.S. BANK NATIONAL ASSOCIATION, not
in its individual capacity, but solely as Owner
Trustee and Lessor

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein (R)
Name: Dale M. Stein
Title: Treasurer

NOTICE OF FULL TERMINATION OF LEASE (AMTRAK TRUST 98-C)

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 27th day of January, 2012 before me personally appeared DALE M. STEIN, to me personally known, who being by me 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Anita L. Martin
Notary Public

My Commission Expires: April 14, 2012

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: 1-31-12

Edward M Luria
Edward M. Luria