

RECORDATION NO. 20740-G FILED
April 23, 2012 09:30 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 20, 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 an Indenture Termination, dated as of April 20, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Partial Lease Termination, Amended and Restated Trust Indenture and Security Agreement and Indenture Supplement No. 1 previously filed with the Board under Recordation Number 20740-D.

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

Indenture Trustee: Manufacturers and Traders Trust Company
(as successor-in-interest to The First
National Bank of Maryland)
25 South Charles Street
Baltimore, MD 21202

Lessee: National Railroad Passenger Corporation
400 North Capitol Street, N.W.
Washington, D.C. 20001

Chief, Section of Administration
April 20, 2012
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A description of the railroad equipment covered by the enclosed document is:

17 GE Model AMD-103 Genesis Series I locomotives: AMTK 49956 – AMTK 49972.

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

Indenture Termination.

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,

A handwritten signature in cursive script that reads "Edward M. Luria".

Edward M. Luria

EML/bhs
Enclosures

This INDENTURE TERMINATION (AMTRAK TRUST 97-B), dated as of April 20, 2012, is by and between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), and MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation (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, 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, Amtrak and the Indenture Trustee entered into that certain Amended and Restated Trust Indenture and Security Agreement (Amtrak Trust 97-B), dated as of June 29, 2009 (the "Indenture"), as supplemented by that certain Amended and Restated Indenture Supplement No. 1 (Amtrak Trust 97-B), dated as of June 29, 2009 (the "Amended and Restated Indenture Supplement No. 1") and as further supplemented by that certain Amended and Restated Indenture Supplement No. 2 (Amtrak Trust 97-B), dated as of October 19, 2009 (the "Amended and Restated Indenture Supplement No. 2");

WHEREAS, a Memorandum of Partial Lease Termination, Amended and Restated Trust Indenture and Security Agreement and Indenture Supplement No. 1 (Amtrak Trust 97-B) was filed with the Surface Transportation Board ("STB") on June 29, 2009 at 2:20 p.m. under Recordation No. 20740-D, covering certain railroad equipment described therein, and a Partial Indenture Termination (Amtrak Trust 97-B) was filed with the STB on August 11, 2011 at 11:30 a.m. under Recordation No. 20740-F, releasing such equipment from the Indenture;

WHEREAS, a Memorandum of Lease Termination, Indenture Termination and Amended and Restated Indenture Supplement No. 2 (Amtrak Trust 97-B) was filed with the STB on October 19, 2009 at 1:00 p.m. under Recordation No. 20740-E, 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 thereto, replacements thereof and substitutions therefor (such equipment constituting all of the railroad equipment subject to the Indenture, the "Equipment");

WHEREAS, pursuant to the terms and conditions of Section 2.12 of the Indenture, Amtrak is paying off the New Note Series R-2 due October 17, 2012, in full as of the date hereof and the Note Holder shall not have any further interest in, or other right with respect to the Trust Indenture Estate; and

WHEREAS, upon payment in full as of the date hereof of the New Note Series R-2 due October 17, 2012, there will be no other amounts due to Note Holders or Indenture Trustee under the Indenture or the other Indenture Documents or otherwise secured thereby.

NOW, THEREFORE, the Parties agree as follows:

1. Pursuant to the terms and conditions of Section 10.01 of the Indenture, the Indenture is hereby terminated as of the date hereof and at Amtrak's direction the Indenture Trustee hereby releases the Equipment from the Lien of the Indenture and releases the Indenture

Documents from the assignment and pledge thereunder, and at Amtrak's expense, the Indenture Trustee hereby agrees to execute and deliver any such other instruments and documents as may be reasonably requested by Amtrak to give effect to such release and termination.

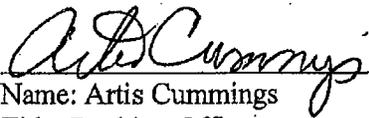
2. Amtrak agrees that all indemnities, obligations, adjustments and payments provided for in Section 7.01 of the Indenture and Section 6 of Annex A to the Indenture shall survive and remain in full force and effect.

3. To memorialize and give effect to the foregoing, the Parties are filing this Indenture Termination with the STB pursuant to 49 USC Section 11301(a).

[Signature Page Follows]

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

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By: 
Name: Artis Cummings
Title: Banking Officer

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

NATIONAL RAILROAD PASSENGER
CORPORATION

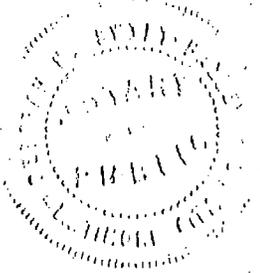
By: Dale M. Stein *js*
Name: Dale M. Stein
Title: Treasurer

STATE OF Maryland)
) SS.:
COUNTY OF Baltimore)

On this 20th day of April, 2012, 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 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. Smith-Bailey
Notary Public

My commission expires
4/4/2014



**DESCRIPTION OF UNITS
(AMTRAK TRUST 97-B)**

Equipment Type	Manufacturer's Serial Numbers	Amtrak Equipment Numbers
Seventeen (17) General Electric Model AMD-103 Genesis Series I Locomotives	49956-49972	104-120

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: April 20, 2012

Edward M Luria
Edward M. Luria