

RECORDATION NO 21124-G FILED
July 02, 2012 04:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

July 2, 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 Memorandum of Lease and Indenture Termination (Amtrak Trust 97-D), dated July 2, 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 21124.

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

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

Owner Trustee: U.S. Bank National Association, as successor
in interest to State Street Bank and Trust
Company of Connecticut, National Association
225 Franklin Street
Boston, MA 02110

Indenture Trustee: Manufacturers and Traders Trust Company, as
Successor in interest to the First National Bank
of Maryland
25 South Charles Street
Baltimore, MD 21201

Chief, Section of Administration

July 2, 2012

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

50 passenger railcars TERMINATED: AMTK 32090, 34135 and 6200 – 62049 (excluding 62023 and 62044).

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

Memorandum of Lease and Indenture Termination (Amtrak Trust 97-D).

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

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of July 2, 2012, 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**"), **U.S. BANK NATIONAL ASSOCIATION**, as successor in interest to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Owner Trustee (the "**Owner Trustee**") under the Trust Agreement (Amtrak Trust 97-D), dated as of December 1, 1997 (the "**Trust Agreement**") and **MANUFACTURERS AND TRADERS TRUST COMPANY**, 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 Lease of Railroad Equipment (Amtrak Trust 97-D), dated as of December 1, 1997, and that certain Lease Supplement No. 1 (Amtrak Trust 97-D), dated as of December 31, 1997 (as amended by that certain Amendment to Lease Supplement No. 1 dated April 26, 2012) (collectively, the "**Lease**"), a memorandum of which documents was recorded with the Interstate Commerce Commission (as then existing and as succeeded by the Surface Transportation Board (the "**STB**")) on December 31, 1997 at 10:20 a.m. under Recordation No. 21124 and deposited in the office of the Registrar General of Canada (the "**RGC**") pursuant to §105 of the Canada Transportation Act on December 31, 1997 at 10:19 a.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**");

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Trust Indenture and Security Agreement (Amtrak Trust 97-D), dated as of December 1, 1997, and that certain Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 97-D), dated December 31, 1997 (as amended by that certain Amendment to Trust Agreement and Indenture Supplement No. 1 dated April 26, 2012, "**Indenture Supplement No. 1**") (collectively, the "**Indenture**"), which documents were recorded with the STB on December 31, 1997 at 10:20 a.m. under Recordation Nos. 21124-A and 21124-B, respectively, and deposited in the office of the RGC pursuant to §105 of the Canada Transportation Act on December 31, 1997 at 10:19 a.m., covering the 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 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 RGC pursuant to §105 of the Canada Transportation Act.

[Memorandum of Lease and Indenture Termination (Amtrak Trust 97-D)]

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

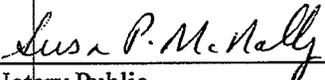
**U.S. BANK NATIONAL
ASSOCIATION**, not in its individual
capacity, but solely as Owner Trustee

By: Crystal Deperry
Name: **Crystal Deperry**
Title: **Assistant Vice President**

[Memorandum of Lease and Indenture Termination (Amtrak Trust 97-D)]

STATE OF Connecticut)
) SS.:
COUNTY OF Hartford)

On this 15 day of May, 2012, before me personally appeared Crystal Deperry to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of U.S. BANK NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said national banking association 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 national banking association .



Notary Public

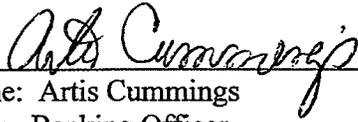
My commission expires

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires Mar. 31, 2015

[Memorandum of Lease and Indenture Termination (Amtrak Trust 97-D)]

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 Lease and Indenture Termination (Amtrak Trust 97-D)]

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 97-D)]

DISTRICT OF COLUMBIA)
) SS.:

On this 27th day of June, 2012, 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.



Notary Public

My commission expires 2/28/17.

DESCRIPTION OF UNITS
(AMTRAK TRUST 97-D)

Equipment Type	Amtrak Equipment Numbers
Forty-Eight (48) Amerail Viewliner Passenger Cars	62000 through 62022, inclusive 62024 through 62043, inclusive 62045 through 62049, inclusive
Two (2) Bombardier Superliner II Passenger Cars	32090 and 34135

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: 7/2/12

Edward M Luria
Edward M. Luria