

RECORDATION NO 23505-W FILED
August 31, 2012 03:40 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 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 Memorandum of Lease Termination, dated as of August 31, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment, as supplemented, previously filed with the Board under Recordation Number 23505.

The name and address of the party to the enclosed document are:

Lessor: ORIX Financial Services Inc.
500 Town Park Lane Suite 100
Kennesaw, Georgia 30144

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue, NE
Washington, DC 20002

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

55 boxcars TERMINATED within the series AMTK 74001 – AMTK 74111 as more particularly set forth in the attachment to the document and all additions, alterations, replacements and substitutions as identified in filings under Recordation Number 23505.

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

Memorandum of Lease 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,



Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION, dated as of August 31, 2012, 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 **ORIX FINANCIAL SERVICES, INC.**, a New York corporation, as Lessor (the "**Lessor**" 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 Lease (defined below).

WHEREAS, Lessor, as lessor, and Amtrak, as lessee, entered into that certain Lease of Railroad Equipment (Amtrak Lease No. 01-A), dated as of May 15, 2001, as supplemented by those certain Lease Supplements Nos. 1 through 11 thereto (collectively, the "**Lease**"), memoranda of which documents were recorded with the Surface Transportation Board (the "**STB**") and deposited in the office of the Registrar General of Canada (the "**RGC**") pursuant to § 105 of the Canada Transportation Act, 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, Amtrak is purchasing the Equipment from Lessor, and in connection therewith 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.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease 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 Termination (Amtrak Lease No. 01-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**

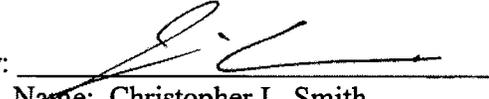
By: Dale M. Stein 
Name: Dale M. Stein
Title: Treasurer

[Memorandum of Lease Termination (Amtrak Lease No. 01-A)]

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

ORIX FINANCIAL SERVICES, INC., as
Lessor

By: _____

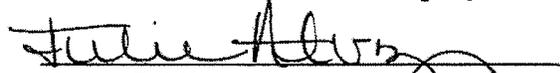

Name: Christopher L. Smith

Title: Authorized Representative

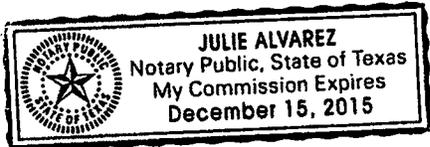
[Memorandum of Lease Termination (Amtrak Lease No. 01-A)]

STATE OF TEXAS)
) SS.: DALLAS
COUNTY OF DALLAS .)

On this 30th day of August, 2012, before me personally appeared Christopher L. Smith, to me personally known, who, by me being duly sworn, says that he is Authorized Representative of ORIX FINANCIAL SERVICES, INC., 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
December 15, 2015



DESCRIPTION OF UNITS
(AMTRAK LEASE NO. 01-A)

EQUIPMENT

Equipment Type	Amtrak Equipment Numbers
Fifty-Five (55) 57' Plate C Mechanical Refrigerated Boxcars RP	AMTK 74001 AMTK 74005 AMTK 74006 AMTK 74007 AMTK 74008 AMTK 74012 AMTK 74020 AMTK 74021 AMTK 74024 AMTK 74025 AMTK 74027 AMTK 74031 AMTK 74033 AMTK 74035 AMTK 74036 AMTK 74037 AMTK 74038 AMTK 74040 AMTK 74042 AMTK 74043 AMTK 74047 AMTK 74049 AMTK 74050 AMTK 74054 AMTK 74057 AMTK 74058 AMTK 74059 AMTK 74060 AMTK 74061 AMTK 74063 AMTK 74065 AMTK 74068 AMTK 74069 AMTK 74071 AMTK 74073 AMTK 74074 AMTK 74075

Equipment Type	Amtrak Equipment Numbers
	AMTK 74076 AMTK 74077 AMTK 74078 AMTK 74080 AMTK 74081 AMTK 74083 AMTK 74085 AMTK 74086 AMTK 74087 AMTK 74091 AMTK 74092 AMTK 74094 AMTK 74097 AMTK 74099 AMTK 74104 AMTK 74105 AMTK 74106 AMTK 74111

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: 8/31/12

Edward M Luria
Edward M. Luria