

RECORDATION NO 18404-H

FILED

September 25, 2012 03:30 PM

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

September 25, 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, dated as of September 25, 2012, 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 Commission and Board under Recordation Number 18404.

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

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Indenture Trustee: The Bank of New York Mellon Trust
Company, N.A. (as successor to PNC Bank,
National Association)
20 West Main Street
Louisville, KY 40202

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

Chief, Section of Administration
September 25, 2012
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A description of the railroad equipment covered by the enclosed document is:

11 locomotives TERMINATED: AMTK 800 – AMTK 805, AMTK 825 – AMTK 828 and AMTK 121.

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

Memorandum of Lease and Indenture 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

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of September 25, 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**"), **WILMINGTON TRUST COMPANY**, a Delaware trust company, not in its individual capacity, but solely as Owner Trustee (the "**Owner Trustee**") under the Trust Agreement (Amtrak Trust 93-A), dated as of September 1, 1993 (the "**Trust Agreement**") and **THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**, a national banking association (as successor-in-interest to PNC Bank, National Association), 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 93-A), dated as of September 1, 1993 (as supplemented by the hereinafter defined Lease Supplements, the "**Lease**"), as supplemented by Lease Supplement No. 1 (Amtrak Trust 93-A), dated September 24, 1993 ("**Lease Supplement No. 1**"), Lease Supplement No. 2 (Amtrak Trust 93-A), dated December 22, 1993 ("**Lease Supplement No. 2**"), and Lease Supplement No. 3 (Amtrak Trust 93-A), dated August 7, 2001 ("**Lease Supplement No. 3**"), and together with Lease Supplement No. 1 and Lease Supplement No. 2, the "**Lease Supplements**"), which documents were recorded with the Interstate Commerce Commission (as then existing and as succeeded by the Surface Transportation Board (the "**STB**")), 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 93-A), dated as of September 1, 1993 (as supplemented by the hereinafter defined Indenture Supplements, the "**Indenture**"), as supplemented by Indenture Supplement No. 1 (Amtrak Trust 93-A), dated September 24, 1993 ("**Indenture Supplement No. 1**"), Indenture Supplement No. 2 (Amtrak Trust 93-A), dated December 22, 1993 ("**Indenture Supplement No. 2**"), and Indenture Supplement No. 3 (Amtrak Trust 93-A), dated August 7, 2001 ("**Indenture Supplement No. 3**"), and together with Indenture Supplement No. 1 and Indenture Supplement No. 2, the "**Indenture Supplements**"), which documents were recorded with the STB, covering the Equipment;

WHEREAS, all amounts due and owing under the Indenture have previously been paid in full and, in accordance with the terms thereof, the lien of the Indenture and all rights of the Indenture Trustee thereunder in the Equipment have been released and discharged without recourse or warranty, and the Indenture has been terminated;

WHEREAS, Amtrak is purchasing the Equipment from Owner Trustee, and in connection therewith the Equipment is released from the Lease and the Lease is terminated; 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.

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).

[Memorandum of Lease and Indenture Termination (Amtrak Trust 93-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:

Jacqueline E. Solone

Title:

Assistant Vice President

[Memorandum of Lease and Indenture Termination (Amtrak Trust 93-A)]

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

On this 21 day of Sept, 2012, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she Jacqueline E. Solone, of Assistant Vice President 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 trust company.

Vernessa E. Robinson
Notary Public

My commission expires

VERNESSA E. ROBINSON
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2014



[Memorandum of Lease and Indenture Termination (Amtrak Trust 93-A)]

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

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as Indenture
Trustee**

By: 
Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

[Memorandum of Lease and Indenture Termination (Amtrak Trust 93-A)]

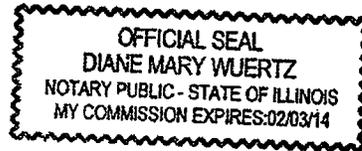
STATE OF Illinois)
County Cook)SS.:
CITY OF Cook)

D. G. DONOVAN

On this 22nd day of September, 2012, before me personally appeared _____, to me personally known, or proved to me on the basis of satisfactory evidence, who, by me being duly sworn, says that he/she is VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., 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



[Memorandum of Lease and Indenture Termination (Amtrak Trust 93-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:
Title:

[Memorandum of Lease and Indenture Termination (Amtrak Trust 93-A)]

DISTRICT OF COLUMBIA)
) SS.:

On this 24 day of Sept, 2012, before me personally appeared DALE M. STEIN, to me personally known, who, by me being duly sworn, says that he 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anthony Patterson
Notary Public

My commission expires



Schedule A to
Memorandum of Lease and
Indenture Termination

DESCRIPTION OF UNITS
(AMTRAK TRUST 93-A)

Equipment Type	Amtrak Equipment Numbers
Eleven (11) General Electric Dash 8-40 BPH Locomotives	800 through 805, inclusive; 825 through 828, inclusive; and 121

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: 9/25/12

Edward M Luria
Edward M. Luria