

RECORDATION NO 18405-K FILED
July 08, 2013 04:15 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 8, 2013

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 April 15, 2013, 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 18405.

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 (as successor in interest to PNC Bank, N.A.) One Wall Street New York, NY 10286
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue NE Washington, DC 20002

Section Chief
July 8, 2013
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A description of the railroad equipment covered by the enclosed document is:

20 railcars TERMINATED: AMTK 122 and within the series AMTK 806 – AMTK 839 as more particularly set forth in the attachment to the document.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a long horizontal stroke extending to the right.

Edward M. Luria

EML/sem
Enclosures

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Execution Version

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of April 15, 2013, by and among NATIONAL RAILROAD PASSENGER CORPORATION, a District of Columbia corporation ("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, dated as of September 1, 1993 (the "Trust Agreement") and THE BANK OF NEW YORK MELLON, a New York banking corporation (as successor-in-interest to PNC Bank, National Association), as 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-B), dated as of September 1, 1993, (Amtrak Trust 93-B) which was recorded with the Interstate Commerce Commission ("ICC"), predecessor to the Surface Transportation Board ("STB") on September 24, 1993, under Recordation No. 18405, as further supplemented by that certain Lease Supplement No. 1 (Amtrak Trust 93-B), dated September 24, 1993, recorded with the ICC on September 24, 1993, under Recordation No. 18405-B, that certain Lease Supplement No. 2 (Amtrak Trust 93-B), dated December 30, 1993, recorded with the ICC on December 30, 1993, under Recordation No. 18405-D, and that certain Lease Supplement No. 3 (Amtrak Trust 93-B) dated June 29, 2001, recorded with the STB on July 19, 2001, under Recordation No. 18405-G (as so supplemented and further modified by the filings referred in the next paragraph, the "Lease");

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Trust Indenture and Security Agreement (Amtrak Trust 93-B), dated as of September 1, 1993, a memorandum of which was recorded with the ICC on September 24, 1993, under Recordation No. 18405-A, as supplemented by that certain Indenture Supplement No. 1 (Amtrak Trust 93-B), dated as of September 24, 1993, recorded with the ICC on September 24, 1993, under Recordation No. 18405-C, that certain Indenture Supplement No. 2 (Amtrak Trust 93-B) dated December 30, 1993, recorded with the ICC on December 30, 1993, under Recordation No. 18405-E, that certain Indenture Supplement No. 3 (Amtrak Trust 93-B) dated June 29, 2001, recorded with the STB on July 19, 2001, under Recordation No. 18405-H, that certain Termination and Release (Amtrak Trust 93-B), dated July 1, 2007, recorded with the STB on September 28, 2007, under Recordation No. 18405-I, and that certain Partial Termination and Release (Amtrak Trust 93-B), dated February 1, 2008, (with consents of Amtrak, Owner Participant and Loan Guarantor), recorded with the STB on February 1, 2008, under Recordation No. 18405-J (as so supplemented and modified, the "Indenture"); and

WHEREAS, after giving effect to the filings referred to in the preceding two paragraphs, the equipment subject to the Lease and the Indenture is described on Schedule A attached hereto;

WHEREAS, the Parties have agreed to, and wish to show for the public record the termination of the Lease and the termination of 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).

[SIGNATURE PAGE FOLLOWS]

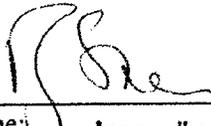
This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein (R)
Name: DALE M. STEIN
Title: TREASURER

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**

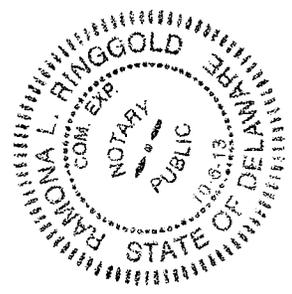
STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this 2 day of MAY, 2013, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is Jacqueline E. Solone of 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.

Ramona L. Ringgold
Notary Public

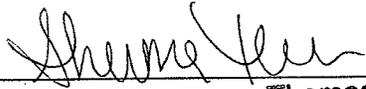
My commission expires

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013



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

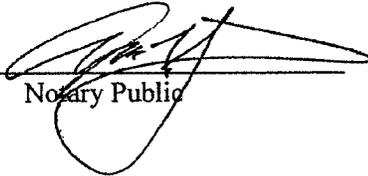
THE BANK OF NEW YORK MELLON (as
successor-in-interest to PNC Bank, National
Association), as Indenture Trustee

By: 
Name: **Sherma Thomas**
Title: **Senior Associate**

STATE OF NEW YORK)
) SS.:
COUNTY OF Queens)

On this 3 day of July, 2013, before me personally appeared SHERMA THOMAS, to me personally known, who, by me being duly sworn, says that he/she is Senior Associate of THE BANK OF NEW YORK MELLON, 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 New York banking corporation.





Notary Public

My commission expires

Schedule A to
Memorandum of Lease and
Indenture Termination

**DESCRIPTION OF UNITS
(AMTRAK TRUST 93-B)**

Equipment Type	Amtrak ("AMTK") Equipment Numbers
General Electric Dash 8-40 BPH Locomotives	AMTK 806, 809, 811, 813-818, 821-824, 830-832, 835, 837, 839
General Electric P-42 Locomotive	AMTK 122

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: 7-8-13

Edward M Luria
Edward M. Luria