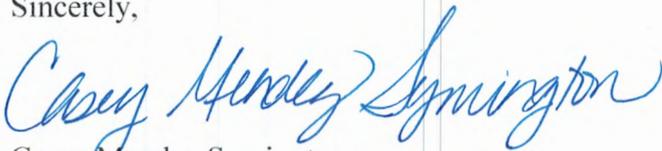


A short summary of the document to appear in the index follows:

Termination and Release of Lien, dated July 23, 2015, from the 1983 Security Agreement with Recordation No. 6690-MMMM and each preceding Security Agreement, covering three AEM-7 Locomotives and five Heritage Baggage Cars with AMTK Nos. 932, 937, 949, 1707, 1715, 1720, 1736 and 1754.

Because the referenced documents are being filed on behalf of an agency of the United States, the undersigned requests that all filing fees be waived.

Sincerely,



Casey Mendez Symington
Attorney Advisor

Enclosures

TERMINATION AND RELEASE OF LIEN

THIS TERMINATION AND RELEASE OF LIEN dated as of July 23, 2015 (this "Release"), is given and delivered by the Administrator of the Federal Railroad Administration of the United States Department of Transportation (the "Administrator"), acting (unless otherwise specified herein) on behalf of and as the delegate of the Secretary of the Department of Transportation (the "Secretary") to the National Railroad Passenger Corporation ("Amtrak").

WHEREAS, pursuant to a Security Agreement between the Administrator and Amtrak, dated October 5, 1983, and recorded with the Interstate Commerce Commission under No. 6690-MMMM on September 25, 1989 (the "FRA Security Agreement"), Amtrak assigned to the Administrator all of its right, title and interest to certain rolling stock owned by Amtrak, including rolling stock acquired by Amtrak after the date of the FRA Security Agreement, subject to the terms and provisions of the FRA Security Agreement.

WHEREAS, Amtrak and the Administrator agree that for the purpose of this Release, the FRA Security Agreement replaces all previous security agreements, supplements and amendments between Amtrak and the Administrator, including the Security Agreement, dated August 7, 1972, Recordation No. 6690, the Security Agreement, dated December 27, 1973, Recordation No. 6690-D, the Security Agreement, dated December 29, 1975, Recordation No. 6690-J, the Security Agreement Amendment, dated March 20, 1975, Recordation No. 6690-M, and the Security Agreement Supplement, dated April 16, 1975, Recordation No. 6690-O.

WHEREAS, Amtrak desires to dispose of the units described in Schedule I attached hereto (the "Units").

WHEREAS, Amtrak requested FRA's written consent for such disposal as required under the FRA Security Agreement and the Administrator hereby provides such consent.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto covenant and agree as follows:

1. All right, title and interest of the Administrator in and to the Units is hereby terminated and released.
2. The Administrator represents warrants and agrees that: a) it has full authority to terminate and release all of its right, title and interest in and to the Units, and b) this Release satisfies the conditions of paragraph 2 of the FRA Security Agreement.
3. The terms of this Release shall be governed by, and construed and interpreted in accordance with the Federal Law of the United States. To the extent that Federal law does not specify the appropriate rule of decision for a particular matter at issue, it is

the intention and agreement of the parties hereto that the substantive law of the District of Columbia shall be adopted as the governing federal rule of decision.

- 4. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Release have the respective meanings specified in the Security Agreement.

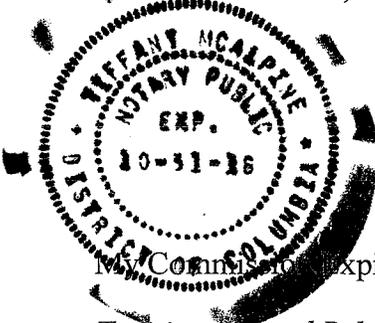
IN WITNESS WHEREOF, the undersigned duly authorized officer has executed this Agreement.

UNITED STATES OF AMERICA,
REPRESENTED BY THE SECRETARY OF
TRANSPORTATION, ACTING THROUGH THE
FEDERAL RAILROAD ADMINISTRATION

By: Sarah E. Feinberg
Name: Sarah E. Feinberg
Title: Acting Administrator

DISTRICT OF)
COLUMBIA) ss
)

On this 23 day of July, 2015, before me, personally appeared Sarah E. Feinberg, to me personally known, who being by me duly sworn, says that he/she is the Acting Administrator of the FEDERAL RAILROAD ADMINISTRATION, who acknowledged himself/herself to be a duly authorized officer of the FEDERAL RAILROAD ADMINISTRATION, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.



Tiffany McAlpine
Notary Public

My Commission Expires: 10-31-2016

Termination and Release of Lien
(Amtrak Nos. 932, 937, 949, 1707, 1715, 1720, 1736, 1754)

SCHEDULE I

<u>Unit No.:</u>	<u>Description:</u>	<u>Reason:</u>
932	AEM7 Locomotive	Stripped & Beyond Repair
937	AEM7 Locomotive	Stripped & Beyond Repair
949	AEM7 Locomotive	Stripped & Beyond Repair
1707	Heritage Baggage Car	Beyond Economical Repair
1715	Heritage Baggage Car	Beyond Economical Repair
1720	Heritage Baggage Car	Beyond Economical Repair
1736	Heritage Baggage Car	Beyond Economical Repair
1754	Heritage Baggage Car	Beyond Economical Repair

*Termination and Release of Lien
(Amtrak Nos. 932, 937, 949, 1707, 1715, 1720, 1736, 1754)*