

RECORDATION NUMBER 6690-*MMMM*

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SEP 17 '03 4-34 PM  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 17, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release of Lien (Amtrak Trust HS-EDC-3) dated as of September 18, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Number 6690-MMMM.

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

- Secured Party: Federal Railroad Administration  
400 Seventh Street, S.W.  
Washington, D.C. 20590
- Lessee: National Railroad Passenger Corporation  
60 Massachusetts Avenue, N.E.  
Washington, D.C. 20002
- Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19801

Mr. Vernon A. Williams  
September 17, 2003  
Page Two

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

High-Speed Trainset Number 2 bearing AMTK reporting marks and road numbers attached hereto.

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

Termination and Release of Lien by the Federal Railroad Administration

Also enclosed is a check in the amount of \$30.00 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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr  
Enclosures

**DESCRIPTION OF UNITS**

**(AMTRAK TRUST HS-EDC-3)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
High-Speed Trainset Number 2 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2005 AMTK 2008
One (1) First Class Car	AMTK 3204
Three (3) Coach Cars	AMTK 3509 AMTK 3510 AMTK 3526
One (1) Bistro Car	AMTK 3308
One (1) End Coach Car	AMTK 3400

RECORDATION NO. 6090 - *Wm M M M M*  
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FILED

**TERMINATION AND RELEASE OF LIEN  
(AMTRAK TRUST HS-EDC-3)**

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SURFACE TRANSPORTATION BOARD

THIS TERMINATION AND RELEASE OF LIEN (AMTRAK TRUST HS-EDC-3) dated as of September 18, 2003 (this "*Agreement*"), is among 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*"), the National Railroad Passenger Corporation ("*Amtrak*") and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as trustee (the "*Owner Trustee*").

WHEREAS, pursuant to a Security Agreement dated October 5, 1983, between the Administrator and Amtrak (the "*FRA Security Agreement*"), Amtrak assigned to the Administrator all of its right, title and interest to certain rolling stock, including rolling stock acquired after the date of the FRA Security Agreement, subject to the terms and provisions of the FRA Security Agreement;

WHEREAS, as set forth in that certain Participation Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000, among Amtrak, the Owner Participant named therein, Export Development Canada (formerly known as Export Development Corporation), as Loan Participant, Manufacturers and Traders Trust Company, successor in interest to Allfirst Bank, not in its individual capacity, but solely as Indenture Trustee, and Wilmington Trust Company, not in its individual capacity, except as otherwise expressly provided therein, but solely as Owner Trustee (as amended, supplemented or otherwise modified from time to time, the "*Participation Agreement*"), Amtrak will, with respect to the units of rolling stock identified in Schedule I hereto (together with any replacements and substitutes therefor, the "*Equipment*"), sell, transfer and assign all of its right, title and interest in and to the Equipment and the French Leasehold Interest pursuant to the Assignment (Cession), to Owner Trustee and will leaseback such Equipment from Owner Trustee pursuant to that certain Lease of Railroad Equipment (Amtrak Trust HS-EDC-3) dated as of November 1, 2000, between Amtrak and Owner Trustee;

NOW, THEREFORE, in order to induce, and in consideration of, Owner Trustee entering into the transactions contemplated by the Participation Agreement, the parties hereto agree as follows:

1. All right, title and interest of the Administrator in and to the Equipment (including the French Leasehold Interest) is hereby terminated and released.

2. The Administrator represents and warrants that (a) neither the execution nor delivery of this Agreement nor fulfillment nor compliance with the terms and provisions hereof will conflict with, or result in a breach of the terms, conditions or provisions of, or constitute a default under, any agreement or instrument to which it, the Secretary or the United States Government is now subject, (b) this Agreement constitutes the legal and valid obligation and contract of the Administrator and the Secretary, enforceable against the Administrator and the Secretary in accordance with its terms, and (c) he has full authority to terminate and release all of its right, title and interest in and to the Equipment.

3. This Agreement may be amended only by an agreement in writing signed by the parties hereto and shall specifically refer to itself as an amendment thereto. This Agreement shall be binding on and inure to the benefit of the parties and their respective successors and assigns.

4. Nothing in this Agreement affects any priority which may be claimed by Owner Trustee by operation of law including, but not limited to, title 49 U.S.C. § 11301, the Uniform Commercial Code, and other applicable state and federal law.

5. Amtrak hereby consents and agrees to the terms of the foregoing.

6. Owner Trustee represents and warrants that the entering into and the performance of the terms of this Agreement are within its corporate powers and have been duly authorized by all necessary corporate actions, and are not in violation of any law, statute, regulation or decree.

7. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Agreement have the respective meanings specified therefor in Annex A to the Participation Agreement.

[signature pages follow on next page]

IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.

FEDERAL RAILROAD ADMINISTRATION

By:   
Name: **Allan Rutter**  
Title: **Administrator**

NATIONAL RAILROAD PASSENGER CORPORATION

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

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

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IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.

FEDERAL RAILROAD ADMINISTRATION

By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER CORPORATION

By: Dale M. Stein \_\_\_\_\_ *DS*  
Name: Dale M. Stein  
Title: Treasurer

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.

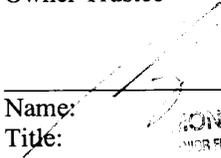
FEDERAL RAILROAD ADMINISTRATION

By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER CORPORATION

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

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Owner Trustee

By: \_\_\_\_\_  
Name:   
Title: 

DISTRICT OF )  
 ) SS.:  
COLUMBIA )

On this 16<sup>th</sup> day of Sept., 2003, before me personally appeared Allan Rutter, to me personally known, who being by me duly sworn, says that he/she is the 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.

Eveline H Stubbs  
Notary Public

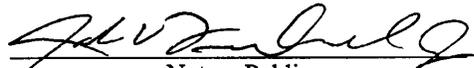
My Commission Expires: March 14, 2008

**EVELINE H. STUBBS**  
Notary Public of District of Columbia  
My Commission Expires March 14, 2008

District of Columbia  
Subscribed and sworn to before me, in my presence,  
this 16 day of September, 2003  
by Eveline H Stubbs  
My Commission Expires 3-14-08 Notary Public

DISTRICT OF COLUMBIA     )  
  ) SS.:  
  )

On this 15<sup>th</sup> day of September, 2003 before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires: 02/14/05

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

On this 9 day of Sept, 2003, before me personally appeared Mr. [Name], to me personally known, who being by me duly sworn, says that he/she is the Gr. Financial Svcs. Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of Wilmington Trust Company.

Veronica E. Robinson  
Notary Public

VERNESSA E. ROBINSON  
NOTARY PUBLIC - DELAWARE  
My Commission Expires: ~~My Commission Expires Oct. 28, 2008~~

SCHEDULE I TO TERMINATION  
AND RELEASE OF LIEN

**DESCRIPTION OF UNITS**

**(AMTRAK TRUST HS-EDC-3)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
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One (1) Bistro Car	AMTK 3308
One (1) End Coach Car	AMTK 3400

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: \_\_\_\_\_

9/17/03



\_\_\_\_\_  
Robert W. Alvord