

RECORDATION NO. 23767-J
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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

November 21, 2006

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 (Delegation Agreement), dated as of November 21, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Delegation Agreement previously filed with the Board under Recordation Number 23767-C.

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

Lessor: SNC Fintrack Suroit
103, avenue des Champs Elysees
75008 Paris, France

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

Owner Trustee: Amtrak Trust HS-EDC-1
c/o Wilmington Trust Company
1100 North Market Street
Wilmington DE 19801

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document
is:

One (1) Dual Cab Locomotive AMTK 651.

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

Termination and Release (Delegation Agreement).

Also enclosed is a check in the amount of \$34.00 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,



Robert W. Alvord

RWA/sem
Enclosures

NOV 21 '06

-10 27 AM

**TERMINATION AND RELEASE
DELEGATION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of November 21, 2006 (this "Termination") is between SNC FINTRACK SUROIT, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France, registered under identification number 432 715 332 (in such capacity, the "Lessor"), NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak") and AMTRAK TRUST HS-EDC-1, a Delaware business trust (the "Trust") all of the activities of which shall be conducted by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Owner Trustee").

WITNESSETH:

WHEREAS, Lessor, Amtrak and Owner Trustee have entered into that certain Delegation Agreement dated December 19, 2001, which was filed and recorded on December 18, 2001 at 1:46 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23767-C (the "Delegation");

WHEREAS, the Delegation provided for the assignment to the Owner Trustee by Amtrak of its rights as lessee of the Units under a Crédit-Bail dated September 25, 2000 (as amended and supplemented, the "Head Lease"), between Amtrak and Lessor;

WHEREAS, the Head Lease has been terminated and Lessor has transferred all of its right, title and interest in and to the Units to Owner Trustee pursuant to one or more bills of sale;

WHEREAS, on the date hereof, Lessor, Amtrak and Owner Trustee have made arrangements satisfactory to each of them to terminate the Delegation.

NOW, THEREFORE, Lessor, Amtrak and Owner Trustee agree as follows:

Section 1. Termination of the Delegation Agreement and Release of the Units. The Delegation Agreement is hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Delegation Agreement is hereby terminated and released.

Section 2. Further Assurances. Lessor and Owner Trustee hereby agree to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Lessor, Amtrak and Owner Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor and Owner Trustee have full authority to terminate and release all of its right, title and interest in and to the Delegation Agreement and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK SUROIT

By: _____
Name:
Title:
Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER CORPORATION

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

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its individual capacity by solely as trustee

Name:
Title:

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK SUROIT

By: _____
Name:
Title:
Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____
Name:
Title:

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its individual capacity but solely as trustee

Name: **Monica M. Henry**
Title: **Assistant Vice President**

DISTRICT OF COLUMBIA)
) ss.:
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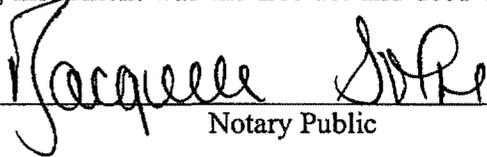
On this 17th day of November, 2006, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cliza Helle
Notary Public D.C.

My Commission Expires: July 31, 2009

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) ss.:
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On this 15 day of November, 2006, before me personally appeared Monica M. Henry to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said 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 corporation.



Notary Public

JACQUELINE SOLONE
My Commission Expires: Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 651

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:

11/21/06



Robert W. Alvord