

JAN 11 2007

10-15 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

**SURFACE TRANSPORTATION BOARD**

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

20036

OF COUNSEL  
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January 11, 2007

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 June 30, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Delegation Agreement previously filed with the Board under Recordation Number 23138-E.

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

Lessor: SNC Fintrack Mistral  
103 Avenue des Champs Elysees  
75008 Paris, France

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

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19801

Mr. Vernon A. Williams  
January 11, 2007  
Page 2

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

1 locomotive AMTK 659 and High Speed Trainset Number 5 (consisting of 8 cars within the series AMTK 2009 – AMTK 3546) as more particularly set forth in the attachment to the document.

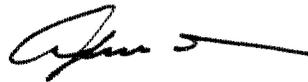
A short summary of the document to appear in the index is:

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

**TERMINATION AND RELEASE  
DELEGATION AGREEMENT**

JAN 11 '07

**10-15 AM**

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of June 30, 2006 (this "Termination") is between SNC FINTRACK MISTRAL, 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 432 142 461 (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 WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Owner Trustee").

**WITNESSETH:**

WHEREAS, Lessor and Amtrak have entered into that certain Crédit-Bail Agreement, dated September 25, 2000, that certain Lease Supplement dated September 25, 2000, and that certain Lease Supplement No. 2 dated October 31, 2000 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak;

WHEREAS, Lessor, Amtrak and Owner Trustee have entered into that certain Delegation Agreement dated November 14, 2000, which was filed and recorded on November 14, 2000 at 9:39 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23138-E (the "Delegation Agreement");

WHEREAS, pursuant to the Trust Indenture, Owner Trustee granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of Owner Trustee in, to and under the Delegation Agreement as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of June 30, 2006, among Amtrak, Lessor, Owner Trustee, Indenture Trustee and the other parties thereto, the Lease was terminated and all rights, title and interests of Lessor in and to the Units were transferred to Owner Trustee; and

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

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 are hereby terminated and released.

Section 2. Further Assurances. Lessor and Owner Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or

*Delegation Agreement Termination and Release  
(SNC Fintrack Mistral)*

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, as provided herein.

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

*[Remainder of Page Intentionally Blank]*

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.

Je soussigné M<sup>r</sup>. P. COUDRON  
Notaire associé à St-Chéron, certifie  
Véritable la signature Matérielle de  
Monsieur M. MONTAUD  
apposée ci-dessus.



SNC FINTRACK MISTRAL

By: M. Montaud  
Name:  
Title:  
Address: 103, avenue des Champs Elysées  
75008, Paris, France

NATIONAL RAILROAD PASSENGER CORPORATION

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

WILMINGTON TRUST COMPANY, as Owner Trustee

By: \_\_\_\_\_  
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 MISTRAL

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

WILMINGTON TRUST COMPANY, as Owner  
Trustee

By: \_\_\_\_\_  
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 MISTRAL

By: \_\_\_\_\_

Name:

Title:

Address: 103, avenue des Champs Elysées  
75008, Paris, France

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: \_\_\_\_\_

Name:

Title:

WILMINGTON TRUST COMPANY, as Owner  
Trustee

By:  \_\_\_\_\_

Name:

Anita Roselli

Title:

Senior Financial Services Officer

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By:   
Name: TALAL KATROUZ  
Title: ASSET MANAGEMENT

By:   
Name: LAURA MILLER  
Title: ASSET MANAGEMENT

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

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

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

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

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

ACKNOWLEDGED AND AGREED:

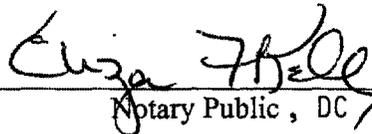
MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By:   
Name: Donald C. Hargadon  
Title: Vice President

DISTRICT OF COLUMBIA

)  
) ss.:  
)

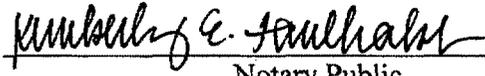
On this 29th day of December, 2006, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public, DC

My Commission Expires: July 31, 2009

DELAWARE )  
                  ) ss.:  
NEW CASTLE )

On this 28 day of December, 2006, before me personally appeared Anita Roselli, to me personally known, who, by me being duly sworn, says that he/she is the Senior Financial Services Officer 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

My Commission Expires: KIMBERLY ELIZABETH FAULHABER  
Notary Public - State of Delaware  
My Comm. Expires April 9, 2007

**DESCRIPTION OF UNITS**

High Speed Electric Locomotive

AMTK 659

High-Speed Trainset Number 5  
manufactured by Bombardier  
Corporation and Alstom  
Transportation Inc., consisting of:

Two (2) Power Cars

AMTK 2009  
AMTK 2020

One (1) End Club Car

AMTK 3207

One (1) Bistro Car

AMTK 3305

One (1) End Coach Car

AMTK 3409

Three (3) Coach Cars

AMTK 3541  
AMTK 3543  
AMTK 3546

**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: 1/11/07



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