

RECORDATION NO. 23495-J FILED

JAN 11 '07 -11 15 AM

SURFACE TRANSPORTATION BOARD

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

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 (Cession), dated as of October 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment (Cession) and Supplement to Assignment (Cession) previously filed with the Board under Recordation Numbers 23495-B and 23495-F, respectively.

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

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

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

Indenture Trustee: Manufacturers and Traders Trust Company  
(successor to Allfirst Bank)  
25 South Charles Street  
Baltimore, MD 21202

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

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

1 locomotive AMTK 662 and High Speed Trainset Number 14 (consisting of 8 car within the series AMTK 2010 - AMTK 3536) 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 (Cession).

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 11 '07 -11 15 AM

**TERMINATION AND RELEASE  
CESSION****SURFACE TRANSPORTATION BOARD**

This TERMINATION AND RELEASE dated as of October 31, 2006 (this "Termination") is between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), 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") and MANUFACTURERS AND TRADERS TRUST COMPANY, successor to Allfirst Bank, a New York banking corporation, as indenture trustee ("Indenture Trustee") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-EDC-1), dated as of November 6, 2000 between Indenture Trustee and US Lessor.

**WITNESSETH:**

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into that certain (i) Assignment (Cession) dated as of May 23, 2001, which was filed and recorded on May 23, 2001 at 12:39 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23495-B and (ii) Supplement to Assignment (Cession) dated as of June 28, 2001, which was filed and recorded on June 28, 2001 at 1:24 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23495-F (the "Cession");

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

WHEREAS, the Head Lease has been terminated and the Head 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, in connection with the foregoing, parties desire to evidence and confirm the termination of the Head Lease and the Cession;

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

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

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

Section 2. Further Assurances. US Lessor and Indenture 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 Amtrak, US Lessor and Indenture Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cession 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.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture 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.

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein *JMS*  
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:

MANUFACTURERS AND TRADERS TRUST  
COMPANY,  
as Indenture Trustee

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

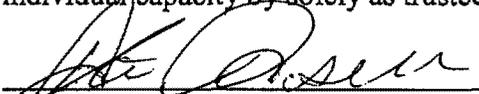
IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

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: Anita Roselli  
Title: Senior Financial Services Officer

MANUFACTURERS AND TRADERS TRUST  
COMPANY,  
as Indenture Trustee

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

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture 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.

NATIONAL RAILROAD PASSENGER  
CORPORATION

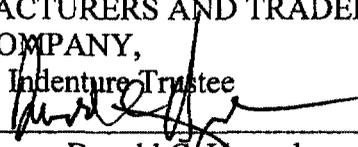
By: \_\_\_\_\_  
Name:  
Title:

AMTRAK TRUST HS-EDC-1

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

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

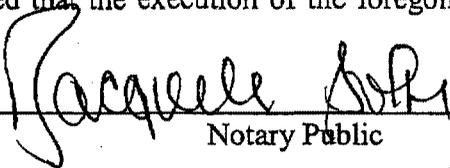
MANUFACTURERS AND TRADERS TRUST  
COMPANY,  
as Indenture Trustee

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



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

On this 21 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 Senior Financial Services Officer of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware 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 corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

**DESCRIPTION OF UNITS**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 662
One (1) High-Speed Trainset Number 14 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2015 AMTK 2010
One (1) First Class Car	AMTK 3208
Three (3) Coach Cars	AMTK 3525 AMTK 3536 AMTK 3527
One (1) Bistro Car	AMTK 3317
One (1) End Coach Car	AMTK 3418

**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