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SURFACE TRANSPORTATION BOARD

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ATTORNEYS AT LAW  
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SUITE 301  
WASHINGTON, D.C.  
20036

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

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

The enclosed document relates to the Delegation Agreements previously filed with the Board under Recordation Numbers 23495-C and 23495-G.

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

Lessor:	SNC Fintrack Cierzo 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:

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 (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

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TERMINATION AND RELEASE  
DELEGATION AGREEMENT

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of October 31, 2006 (this "Termination") is between SNC FINTRACK CIERZO, 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 432 722 692 (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 (i) Delegation Agreement dated May 23, 2001, which was filed and recorded on May 23, 2001 at 12:42 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23495-C, and (ii) Delegation Agreement dated June 28, 2001, which was filed and recorded on June 28, 2001 at 1:28 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23495-G (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.

*[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> B. CODRON.....  
Notaire associé à St-Chéron, certifie  
Véritable la signature Matérielle de  
Jean-Louis MARIOD.....  
apposée ci-dessus.



SNC FINTRACK CIERZO

By: M. Mariod

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 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 CIERZO

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

Name:

Title:

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein \_\_\_\_\_ *zhs*

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 CIERZO

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

Name:

Title:

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

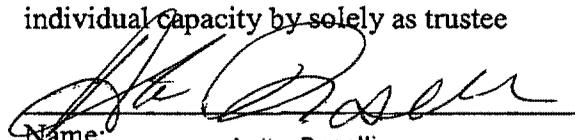
By: \_\_\_\_\_

Name:

Title:

AMTRAK TRUST HS-EDC-1

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



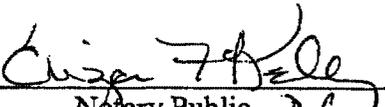
Name:

Anita Roselli

Title: Senior Financial Services Officer

DISTRICT OF COLUMBIA        )  
  ) ss.:  
  )

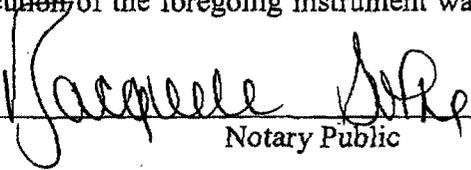
On this 21st day of December, 2006, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he/~~she~~ is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of 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, D.C.

My Commission Expires: July 31, 2009

State of Delaware  
New Castle Co ) ss.:

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

**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