

RECORDATION NO. 23826-9 FILED

APR 29 '09 -12 45 PM

SURFACE TRANSPORTATION BOARD

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

April 29, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 April 29, 2009, 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 23826-C.

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

Lessor:	SNC Fintrack Bayamo 17 rue de Hanovre 75002 Paris, France
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002
Owner Trustee:	AMTRAK TRUST HS-MBK-1 c/o Wilmington Trust Company 1100 North Market Street Wilmington, DE 19801

Anne K. Quinlan, Esquire
April 29, 2009
Page 2

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

High-Speed Trainset Number 20 consisting of 8 railcars within the series AMTK 2026 - AMTK 3523 as more particularly set forth in the attachment to the document.

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

Termination and Release Delegation Agreement.

Also enclosed is a check in the amount of \$41.00 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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Execution Copy

SURFACE TRANSPORTATION BOARD

TERMINATION AND RELEASE
DELEGATION AGREEMENT

This TERMINATION AND RELEASE dated as of April 29 2009 (this "Termination") is between SNC FINTRACK BAYAMO, a *société en nom collectif*, organized under the laws of France, with a share capital of € 4,965,779.05, having its registered office (*siège social*) at 16 rue de Hanovre, 75002 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-MBK-1, a Delaware statutory 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 the Trust have entered into that certain Delegation Agreement, dated January 15, 2002 (the "Delegation Agreement"), which was filed and recorded on January 14, 2002 at 4:25 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23826-C; and

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

NOW, THEREFORE, Lessor, Amtrak and the Trust 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 (as described in Annex A attached hereto) arising from and through the Delegation Agreement is hereby terminated and released.

Section 2. Further Assurances. Lessor and the Trust 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 the Trust represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor and the Trust 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.

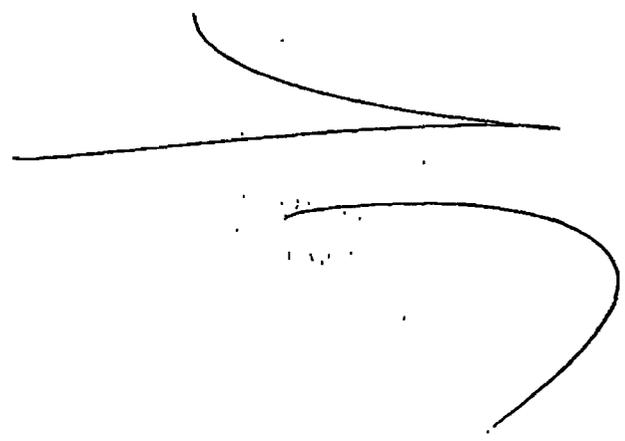
IN WITNESS WHEREOF, each of Lessor, Amtrak and the Trust has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK BAYAMO 

By: _____
Name: Philippe LOMBARD
Title: Fiduciaire Marché Saint Honoré Nomag
Address: 16 rue de Hanovre, 75002 Paris,
France

Mme Pascal DUFOUR
Notaire à Paris, certifie authentiquement la
matérialité de la (des) signature(s) de
M. Philippe LOMBARD

_____ apposée(s) ci-dessus _____
comme émanant bien de lui _____
Cette certification de signature(s) ne peut en
aucun cas conférer au présent document le
caractère d'un acte notarié; la responsabilité
du Notaire ne peut à aucun titre être mise en
cause en ce qui concerne le contenu de
ce présent document.



NATIONAL RAILROAD PASSENGER
CORPORATION

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

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 24th day of April, 2009, 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

My Commission Expires: _____

AMTRAK TRUST HS-MBK-1

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



Name: Steven M. Barone
Title: Financial Services Officer

)
) ss.:
)

Steven Barone on this 24 day of March, 2009, before me personally appeared to me personally known, who, by me being duly sworn, says that he/she is the 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.

Vernessa E. Robinson
Notary Public

My Commission Expires: **VERNESSA E. ROBINSON**
~~Notary Public - State of Delaware~~
My Comm. Expires Oct. 26, 2010



DESCRIPTION OF UNITS

Description

Amtrak Equipment Numbers

High-Speed Trainset Number 20
manufactured by Bombardier
Corporation and Alstom
Transportation Inc., consisting of:

Two (2) Power Cars	AMTK 2029 AMTK 2026
One (1) First Class Car	AMTK 3203
Three (3) Coach Cars	AMTK 3502 AMTK 3503 AMTK 3523
One (1) Bistro Car	AMTK 3310
One (1) End Coach Car	AMTK 3403

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: 4/29/09



Robert W. Alvord