

RECORDATION NO. 24598-F

APR 29 '09 -12 45 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A LESTER

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 Cession, 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 Assignment (Cession) previously filed with the Board under Recordation Number 24598-B.

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

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

US Lessor/Owner Trustee: AMTRAK TRUST HS-EDC-3
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

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 2 consisting of 8 railcars within the series AMTK 2005 - AMTK 3510 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 Cession.

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

RECORDATION NO.

24598-F
FILED

Execution Copy

APR 29 '09

-12 4 5 PM

TERMINATION AND RELEASE
CESSION

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of April 29, 2009 (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"), WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("US Lessor") (in its individual capacity "Trust Company") under that certain Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2001 between the Owner Participant named therein ("Owner Participant") and the Trust Company, and MANUFACTURERS AND TRADERS TRUST COMPANY, as successor in interest 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-3), dated as of November 1, 2000 between Indenture Trustee and US Lessor.

WITNESSETH:

WHEREAS, SNC Fintrack Foehn ("Lessor") and Amtrak have entered into that certain Crédit-Bail Agreement, dated September 25, 2000 and that certain Lease Supplement dated April 19, 2002 (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, Amtrak, US Lessor and Indenture Trustee have entered into that certain Assignment (Cession) dated September 18, 2003 (the "Cession"), which was filed and recorded on September 17, 2003 at 4:12 p.m. with the Surface Transportation Board and has been assigned Recordation Number 24598-B;

WHEREAS, pursuant to the Trust Indenture, US Lessor 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 US Lessor in, to and under the Cession as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of April __, 2009, among Amtrak, Lessor, US Lessor, Indenture Trustee and the other parties thereto, the Lease was terminated and all right, title and interest of Lessor in and to the Units was transferred to US Lessor; and

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 Cession is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cession are hereby terminated and released.

Section 2. Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, 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, 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]

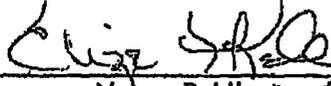
IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: DALE M. STEIN (Signature) (Seal)
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 being by me duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges 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

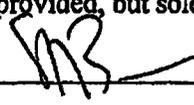
My Commission Expires: _____

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided, but solely as
Owner Trustee

By:

Name:

Title:


Steven M. Barone
Financial Services Officer

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

On this 3 day of April, 2009, before me personally appeared Steven Barone, to me personally known, who, by me being duly sworn, says that he/she is 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.

Vernessa E. Robinson
Notary Public

VERNESSA E. ROBINSON
My commission expires: Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2010



MANUFACTURERS AND TRADERS TRUST
COMPANY,

as Indenture Trustee

By:

Arto Cummins

Name: *Arto Cummins*

Title: *Banking officer*

STATE OF MARYLAND)
) ss.:
CITY OF BALTIMORE)

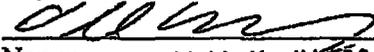
On this 3rd day of April, 2009, before me personally appeared Ardis Cummings, to me personally known, who; being by me duly sworn, says that he/she is a Bank officer of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, that said instrument was signed on behalf of said Manufacturers by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires: 4/1/2010

Richard K. Bailey

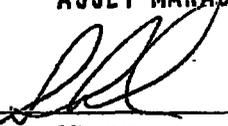
ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 

Name: **TALAL M. KATROUZ**

Title: **ASSET MANAGER**

By: 

Name: **SHAUN ENRIGHT**

Title: **ASSET MANAGER**

DESCRIPTION OF UNITS

Description	Amtrak Equipment Numbers
High-Speed Trainset Number 2 manufactured by Bombardier Corporation and Alstom Transportation, Inc., consisting of:	
Two (2) Power Cars	AMTK 2005 AMTK 2008
One (1) First Class Car	AMTK 3204
Three (3) Coach Cars	AMTK 3509 AMTK 3510 AMTK 3526
One (1) Bistro Car	AMTK 3308
One (1) End Coach Car	AMTK 3400

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