

RECORDATION NO. 23415-K FILED

MAR 22 '12 -9 4 5 AM

SURFACE TRANSPORTATION BOARD

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

March 21, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

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 March 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Delegation Agreement, as supplemented, previously filed with the Board under Recordation Numbers 23415-C and 23415-G.

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

Lessor:	GIE Finliner Meltem 16, rue de Hanovre 75002 Paris France
Lessee:	National Railroad Passenger Corporation 10 G Street, NE Washington, DC 20002
Owner Trustee:	Wilmington Trust Company 1100 North Market Street Wilmington DE 19801

Chief, Section of Administration  
March 21, 2012  
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 657 and High Speed Trainset Number 11 consisting of 8 railcars AMTK 2017, 2036, 3210, 3530, 3531, 3532, 3316 and 3414.

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 \$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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark to the left of the name.

✓ Edward M. Luria

EML/sem  
Enclosures

MAR 22 '12 -9 4 5 AM

**TERMINATION AND RELEASE  
DELEGATION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of March 21, 2012 (this "*Termination*") is between GIE FINLINER MELTEM, a *groupement d'intérêt économique* organized under the laws of France, having its registered office (*siège social*) at 16, rue de Hanovre, 75002 Paris, France, registered under identification number 432 101 798 RCS Paris (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 trust company, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement (Amtrak Trust HS-EDC-3), dated as of November 6, 2000 ("*US Lessor*").

**W I T N E S S E T H :**

WHEREAS, Lessor and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated February 27, 2001, and (iii) that certain Lease Supplement No. 2 dated April 29, 2001 (collectively, as amended, supplemented and modified, the "*Lease*") pursuant to which Lessor leased the rail equipment described on Annex A hereto (the "*Units*") to Amtrak;

WHEREAS, Lessor, Amtrak and US Lessor have entered into that certain Delegation Agreement dated March 21, 2001, which was filed and recorded on March 21, 2001 at 11:10 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23415-C; and (ii) that certain Delegation Agreement dated as of May 22, 2001, which was filed and recorded on May 22, 2001 at 9:52 a.m. and has been assigned Recordation Number 23415-G with the Surface Transportation Board (collectively, the "*Delegation Agreements*");

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 Delegation Agreements as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of March 21, 2012, among Amtrak, Lessor, US Lessor, 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 US Lessor; and

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

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

Section 1 Termination of the Delegation Agreements and Release of the Units. The Delegation Agreements are hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Delegation Agreements are hereby terminated and released.

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

GIE FINLINER MELTEM

By:



Name: Vincent GUERBÉ

Title:

Address: 16, rue de Hanovre,  
75002 Paris, France

Bon pour légalisation/matérielle  
par le notaire à Paris, soussigné  
de la signature de M. S...  
Vincent Guerbé

Benoit DELESALLE



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.

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

DISTRICT OF COLUMBIA

)  
) ss.:  
)

On this 19th day of March, 2012, before me personally appeared Dak M. Stein, to me personally known, who, by me being duly sworn, says that he 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
Notary Public

My Commission Expires: February 28, 2017



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.

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

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

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

On this 16 day of March, 2012, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, Owner Trustee under Trust Agreement (Amtrak Trust HS-EDC-3), 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.

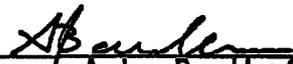
Vernessa E. Robinson  
Notary Public

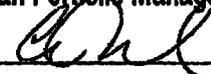
VERNESSA E. ROBINSON  
My Commission Expires: Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2014



ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By:   
Name: Andrew Baechler, CFA  
Title: Loan Portfolio Manager

By:   
Name:  
Title: CHRISTOPHER WILSON  
ASSET MANAGER

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By: Artis Cummings  
Name: Artis Cummings, CTS  
Title: Banking Officer

**DESCRIPTION OF UNITS**

<b>Description</b>	<b>Amtrak Equipment Numbers</b>
One (1) Dual Cab High Horse Power Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 657
High Speed Trainset Number 11 manufactured by Bombardier Corporation and Alstom Transportation Inc. consisting of	
Two (2) Power Cars	AMTK 2017 AMTK 2036
One (1) First Class Car	AMTK 3210
Three (3) Coach Cars	AMTK 3531 AMTK 3532 AMTK 3530
One (1) Bistro Car	AMTK 3316
One (1) End Coach Car	AMTK 3414

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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. 3/22/12

Edward M Luria  
Edward M. Luria