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RECORDATION NO. 23250 - <sup>k</sup> FILED  
JAN 13 '11 - 1 30 PM  
SURFACE TRANSPORTATION BOARD

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

January 13, 2011

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 January 13, 2011, 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 23250-C and 23250-G.

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

- Lessor: GIE Finliner Alize  
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  
January 13, 2011  
Page 2**

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

**1 locomotive AMTK 658 and High Speed Trainset Number 7 consisting of 8  
railcars AMTK 2032, 2034, 3216, 3301, 3419, 3553, 3556 and 3557.**

**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,**



**Robert W. Alvord**

**RWA/sem  
Enclosures**

JAN 13 '11 -1 30 PM

**TERMINATION AND RELEASE  
DELEGATION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of January 13, 2011 (this "Termination") is among GIE FINLINER ALIZE, 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 432 266 468 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 banking corporation, not in its individual capacity but solely as Owner Trustee ("US Lessor").

**WITNESSETH:**

WHEREAS, Lessor and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated December 1, 2000, and (iii) that certain Lease Supplement No.2 dated February 13, 2001 (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, Lessor, Amtrak and US Lessor have entered into (i) that certain Delegation Agreement dated December 7, 2000, which was filed and recorded on December 7, 2000 at 12:45 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23250-C, and (ii) that certain Delegation Agreement, dated February 28, 2001, which was filed and recorded on February 28, 2001 at 9:53 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23250-G (together, subsections (i) and (ii), the "Delegation Agreement");

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 Agreement as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of January 13, 2011, 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 Agreement.

NOW, THEREFORE, Lessor, Amtrak and US Lessor 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 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 Agreement 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 ALIZE

By:



Named: VINCENT GUEBE  
Title: REPRESENTANT DE L'ADMINISTRATEUR  
Address: 16, rue de Hanovre,  
75002 Paris, France

Bon pour légalisation/matérielle  
par le notaire à Paris, sousigné  
de la signature de Vincent GUEBE



Thierry DELESALLE

*Delegation Agreement Termination and Release  
(GIE Finliner Alize)*

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 10 day of JANUARY, 2011, before me personally appeared Dale 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.

*My Commission Expires  
July 31, 2014*  
Clara F. Hale  
Notary Public, DC

My Commission Expires: \_\_\_\_\_

**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: Robert J. Perkins**  
**Title: Vice President**

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

On this 5 day of Jan, 2011, before me personally appeared Robert J. Perkin to me personally known, who, by me being duly sworn, says that he/she is the VP 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

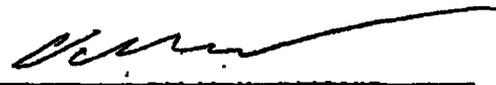
My Commission Expires: VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2014



ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

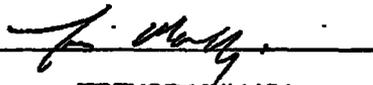
By:



Name: TALAL M. KATROUZ

Title: ASSET MANAGER

By:



Name: TREVOR MULLIGAN

Title: ASSET MANAGER

**ACKNOWLEDGED AND AGREED:**

**MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee**

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

**DESCRIPTION OF UNITS**

<b>Description</b>	<b>Amtrak Equipment Numbers</b>
One (1) Dual-Cab, High Horsepower Electric Locomotive, manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 658
High Speed Trainset Number 7, manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2032 AMTK 2034
One (1) First Class Car	AMTK 3216
Three (3) Coach Cars	AMTK 3553 AMTK 3556 AMTK 3557
One (1) Bistro Car	AMTK 3301
One (1) End Coach Car	AMTK 3419

**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:

1/13/11



\_\_\_\_\_  
Robert W. Alvord