

RECORDATION NO. 23768-J FILED
March 28, 2012 1:00 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 28, 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 Cession, dated as of March 28, 2012, 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 23768-D.

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

Lessee: National Railroad Passenger Corporation
10 G Street, NE
Washington, DC 20002

Owner Trustee: Amtrak Trust HS-MBK-1
c/o Wilmington Trust Company
1100 North Market Street
Wilmington DE 19801

Indenture Trustee: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21202

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

High Speed Trainset Number 19 consisting of 8 railcars AMTK 2021, 2024, 3202, 3512, 3513, 3517, 3309 and 3406.

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

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,

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

Edward M. Luria

EML/sem
Enclosures

**TERMINATION AND RELEASE
CESSION**

This TERMINATION AND RELEASE dated as of March 28, 2012 (this "*Termination*") is among (i) NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), (ii) AMTRAK TRUST HS-MBK-1 (the "*Trust*"), all of the activities of which shall be conducted by WILMINGTON TRUST COMPANY (in its individual capacity "*Trust Company*"), a Delaware trust company, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement (Amtrak Trust HS-MBK-1) dated as of December 19, 2001, between the Owner Participant named therein ("*Owner Participant*") and Trust Company ("*US Lessor*"), and (iii) MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, as successor in interest to Allfirst Bank, as indenture trustee ("*Indenture Trustee*") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-MBK-1), dated as of December 21, 2001 between Indenture Trustee and US Lessor ("*Trust Indenture*").

W I T N E S S E T H :

WHEREAS, GIE FINLINER AUTAN ("*Lessor*") and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, and (ii) that certain Lease Supplement No. 2 dated November 8, 2001 (collectively, as amended, supplemented and modified, the "*Lease*") pursuant to which Lessor leased the railroad equipment described in Annex A hereto (the "*Units*") to Amtrak;

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into that certain Assignment (Cession), dated as of December 21, 2001, which was filed and recorded on December 21, 2001 at 11:15 a.m. and has been assigned Recordation Number 23768-D with the Surface Transportation Board (the "*Cession*");

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, the Cession provides for the assignment to the US Lessor by Amtrak of its rights as lessee of the Units under the Lease;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of March 28, 2012, 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; and

WHEREAS, in connection with the foregoing, parties desire to evidence and confirm the termination of the Lease and 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 Lease 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 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

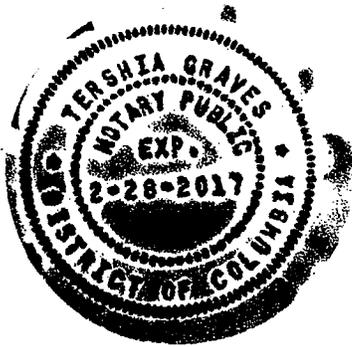
)
DISTRICT OF COLUMBIA) ss
)

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



Notary Public

My Commission Expires: February 28, 2017



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

AMTRAK TRUST HS-MBK-1

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

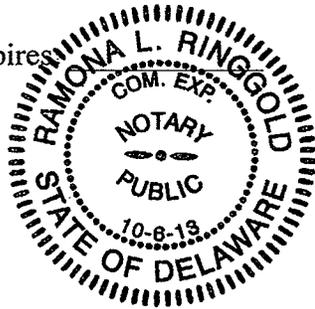
By: 
Name: Jacqueline Solone
Title: Financial Services Officer

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 _____ of WILMINGTON TRUST COMPANY, Owner Trustee for Amtrak Trust HS-MBK-1, that the foregoing instrument was signed on behalf of said Delaware trust company 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.

Ramona L. Ringgold
Notary Public

My commission expires



RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-08-2013

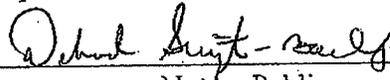
IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

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

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

On this 16TH day of MARCH, 2012, before me personally appeared Artis Cummings, to me personally known, who, by me being 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 New York banking 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 banking corporation.



Notary Public

My commission expires:

April 4, 2014

DESCRIPTION OF UNITS

Description	Amtrak Equipment Numbers
High Speed Trainset Number 19 manufactured by Bombardier Corporation and Alstom Transportation Inc. consisting of	
Two (2) Power Cars	AMTK 2024 AMTK 2021
One (1) First Class Car	AMTK 3202
Three (3) Coach Cars	AMTK 3512 AMTK 3513 AMTK 3517
One (1) Bistro Car	AMTK 3309
One (1) End Coach Car	AMTK 3406

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: March 28, 2012

Edward M Luria

Edward M. Luria