

INSTRUMENT EVIDENCING RELEASE AND DISCHARGE OF LEASE AGREEMENT
AND ASSIGNMENT AND TRANSFER OF TITLE

The undersigned:

7/30/4
JUL 11 1974

JEAN PELABON, Director-General ^{INTERSTATE COMMERCE COMMISSION} (Chief Executive Officer)

of ANF-FRANGECO, S.A., (the "Company"), a corporation duly organized under the laws of the Republic of France, the registered office of which is at Crespin, Blanc-Misseron (Nord), and the executive office of which is at Tour-Aurore, Paris-Defense, Courbevoie (92), Hauts de Seine, France, hereby certifies the contents of Paragraphs 1. through 6. below:

The undersigned:

ROGER LEWIS, President of NATIONAL RAILROAD PASSENGER CORPORATION (hereinafter "AMTRAK"), a corporation duly organized under the Rail Passenger Service Act of 1970 and the laws of the District of Columbia, having offices at 955 L'Enfant Plaza North, S.W., Washington, D. C., hereby certifies the contents of Paragraphs 2. and 4. below:

The undersigned:

ARMOUR E. MARTIN, President of INTERNATIONAL TURBOCAR INDUSTRIES CORPORATION (hereinafter "ITI"), a corporation duly organized under the laws of the State of Delaware, having offices at 100 West Tenth Street, Wilmington, Delaware, hereby certifies the contents of Paragraphs 3. and 5. below:

1. That said Company was the owner of two (2) gas turbine powered passenger trains (hereinafter "Trains"), Serial Nos. 9 and 10, each containing five (5) cars having numbers, as follows:

<u>TRAIN NO.</u>	<u>CAR DESCRIPTION</u>	<u>ANF-FRANGECO, S.A. CAR NUMBER</u>	<u>AMTRAK ROAD NUMBER</u>
9	Power Car	2017	(A1) 60
	Trailer Car	22009	(A2) 90
	Trailer Car	52009	(A3) 91
	Trailer Car	32009	(A4) 92
	Power Car	2018	(A5) 61

<u>TRAIN NO.</u>	<u>CAR DESCRIPTION</u>	<u>ANF-FRANGECO, S.A. CAR NUMBER</u>	<u>AMTRAK ROAD NUMBER</u>
10	Power Car	2019	(B1) 62
	Trailer Car	22010	(B2) 93
	Trailer Car	52010	(B3) 94
	Trailer Car	32010	(B4) 95
	Power Car	2020	(B5) 63

until title to such Trains was transferred to AMTRAK;

2. That by Agreement dated as of February 28, 1973, (hereinafter the "Agreement"), between the Company and AMTRAK, the Company agreed, as is more fully specified in said Agreement, to lease the Trains to AMTRAK, effective upon acceptance by AMTRAK in the United States for a term not exceeding eighteen (18) months from the date of said acceptance;

3. That the Company sold and assigned to ITI, the capital asset of the leasehold under said Agreement by Sale and Assignment of Leasehold and Assumption of Obligations Related Thereto, dated June 8, 1973, executed at Paris, France by the Company and ITI, a duplicate original of which was attached to an instrument evidencing the above title, lease agreement and assignment filed with the Interstate Commerce Commission on August 7, 1973 at 9:55 a.m. under Recordation Number 7130;

4. That Amtrak has exercised its option to purchase both trains;

5. That pursuant to the terms of the Agreement, the lease and the assignment thereof has been released and discharged;

6. That the Company has conveyed to AMTRAK good title to each of the trains free and clear of all mortgages, liens, other encumbrances, security interests, contractual rights, and all other rights of third parties.

It is expressly understood by the parties hereto that this document and the acknowledgments attached hereto

are not to be of legal effect unless and until AMTRAK has paid to the Company the purchase price for the Trains and the Company has delivered to AMTRAK the invoice and supporting documents as required by the Agreement, and that Armour E. Martin Esq., of 230 Park Avenue, New York, New York, shall hold this document in escrow until notified of such events, whereupon this document shall forthwith be duly filed with the Interstate Commerce Commission.

Dated as of June 25th, 1974.

A.N.F.-FRANGECO

Capital Social: F. 44.716.500

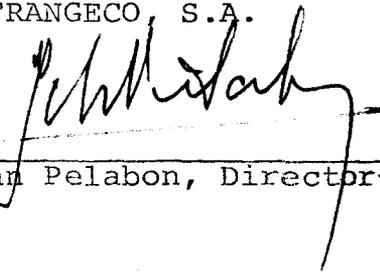
Tour AURORE

PARIS-DÉFENSE

92 - COURBEVOIE

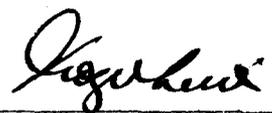
ANF-FRANGECO, S.A.

BY


Jean Pelabon, Director-General

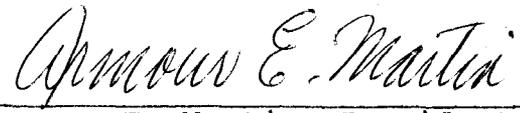
NATIONAL RAILROAD PASSENGER
CORPORATION

BY


President

INTERNATIONAL TURBOCAR INDUSTRIES
CORPORATION

BY


Armour E. Martin, President

EMBASSY OF THE UNITED STATES OF AMERICA)
REPUBLIC OF FRANCE) ss.:
CITY OF PARIS)

On this ²⁵ day of June, 1974, before me personally appeared JEAN PELABON to me personally known, who by me duly sworn say that he is the Director-General (Chief Executive Officer) of ANF-FRANGECO, S.A., duly incorporated under the laws of the Republic of France, that the seal affixed to the foregoing instrument is the appropriate seal of said Corporation that said instrument was signed and sealed on behalf of said Corporation by authority of its Conseil d'Administration, (equivalent of Board of Directors), and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Marie T. Huhtala
Marie T. Huhtala
American Vice Consul

Vice Consul of the United States
of America

CERTIFICATE

The undersigned, Marie-Françoise CHARREAU, Deputy Secretary General (Assistant Secretary) of ANF-FRANGECO, S.A., certifies as follows:

JEAN PELABON is the Director-General (Chief Executive Officer) of ANF-FRANGECO, S.A. and that at the time of execution of the foregoing Instrument Evidencing Release and Discharge of Lease Agreement and Assignment and Transfer of Title, had been such Director-General and was duly empowered by the Corporation to execute and deliver said certificate.

DATED: June ²⁵, 1974

M. Charreau
Deputy Secretary General

EMBASSY OF THE UNITED STATES OF AMERICA)
REPUBLIC OF FRANCE) ss.:
CITY OF PARIS)

On this ²⁵ day of June, 1974, before me personally appeared Marie-Françoise CHARREAU to me personally known, who by me duly sworn says that she is the Deputy Secretary General (Assistant Secretary) of ANF-FRANGECO, S.A., duly incorporated under the laws of the Republic of France, that the seal affixed to the foregoing instrument is the appropriate seal of said Corporation that said instrument was signed and sealed on behalf of said Corporation by authority of its Conseil d'Administration (equivalent of Board of Directors), and she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Marie T. Huhtala
Marie T. Huhtala
American Vice Consul

Vice Consul of the United States
of America

DISTRICT OF COLUMBIA)
 : ss.
UNITED STATES OF AMERICA)

On this ~~18th~~ day of June, 1974, before me personally appeared ROGER LEWIS, to me personally known who being by me duly sworn, deposes and says that he is President of the NATIONAL RAILROAD PASSENGER CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Patricia A. Squelce
Notary Public
My Commission Expires: Aug. 31, 1974

CERTIFICATE

The undersigned, Walter H. Smith Assistant Secretary of the NATIONAL RAILROAD PASSENGER CORPORATION, certifies as follows ROGER LEWIS is President of NATIONAL RAILROAD PASSENGER CORPORATION and that at the time of execution of the above Instrument Evidencing Release and Discharge of Lease Agreement and Assignment and Transfer of Title, had been such President and was duly empowered by the Corporation to execute and deliver said Instrument.

Dated: June 14, 1974

Walter H. Smith

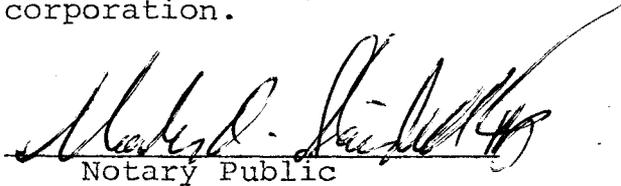
DISTRICT OF COLUMBIA)
 : ss.
UNITED STATES OF AMERICA)

On this 18 day of June, 1974, before me personally appeared Walter H. Smith to me personally known who being by me duly sworn, deposes and says that he is Assistant Secretary of the NATIONAL RAILROAD PASSENGER CORPORATION, that the seal affixed to the foregoing instrument was signed and sealed 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.

Patricia A. Squelce
Notary Public
My Commission Expires: Aug. 31, 1974

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this ^{1st} day of July, 1974, before me personally appeared ARMOUR E. MARTIN, to me personally known who being by me duly sworn, deposes and says that he is the President of INTERNATIONAL TURBOCAR INDUSTRIES CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.


Notary Public

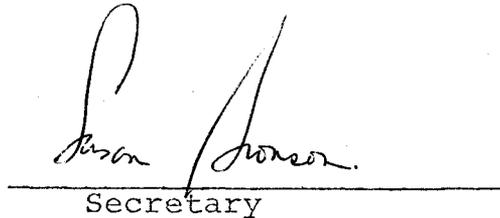
CHARLES O. BLAISDELL III
Notary Public, State of New York
No. 31-0309523
Qualified in New York County
Commission Expires March 22, 1975

CERTIFICATE

The undersigned, *Susan Aronson*, Secretary of INTERNATIONAL TURBOCAR INDUSTRIES CORPORATION, certifies as follows:

ARMOUR E. MARTIN is President of INTERNATIONAL TURBOCAR INDUSTRIES CORPORATION and that at the time of execution of the above Instrument Evidencing Release and Discharge of Lease Agreement and Assignment and Transfer of Title, had been such President and was duly empowered by the Corporation to execute and deliver said Instrument.

Dated: July 1, 1974


Secretary

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this ^{1st} day of July, 1974, before me personally appeared *Susan Aronson*, to me personally known who being by me duly sworn, deposes and says that she is Secretary of INTERNATIONAL TURBOCAR INDUSTRIES CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

CHARLES O. BLAISDELL III
Notary Public, State of New York
No. 31-0309523
Qualified in New York County
Commission Expires March 22, 1975