

RECORDATION NO. 23767-G FILED

NOV 21 '06 -10 18 AM

SURFACE TRANSPORTATION BOARD

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

November 21, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release Lessor Security Agreement, dated as of November 21, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Lessor Security Agreement previously filed with the Board under Recordation Number 23767-A.

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

Lessor: SNC Fintrack Suroit
103, avenue des Champs Elysees
75008 Paris, France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington DC 20002

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

One (1) Dual Cab Locomotive AMTK 651 and High-Speed Trainset number 18 bearing AMTK reporting marks and road numbers as more particularly set forth in the attachment to the document.

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

Termination and Release Lessor Security Agreement.

Also enclosed is a check in the amount of \$34.00 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

**TERMINATION AND RELEASE
LESSOR SECURITY AGREEMENT**

NOV 21 '08

-10 1 8 AM

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of November 21, 2006 (this "Termination") is between SNC FINTRACK SUROIT, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France, registered under identification number 432 715 332 (in such capacity, the "Lessor") and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak").

WITNESSETH:

WHEREAS, Lessor and Amtrak have entered into that certain Lessor Security Agreement (U.S.) dated as of December 19, 2001, which was filed and recorded on December 18, 2001 at 1:37 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23767-A (the "Security Agreement");

WHEREAS, on the date hereof, Lessor and Amtrak have made arrangements satisfactory to each of them to terminate the Security Agreement.

NOW, THEREFORE, Lessor and Amtrak agree as follows:

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

Section 2. Further Assurances. Lessor hereby agrees to execute and deliver to Amtrak 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 and Amtrak represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor has full authority to terminate and release all of its right, title and interest in and to the Security Agreement and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

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

SNC FINTRACK SUROIT

By: _____

Name:

Title:

Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: David M. Stein

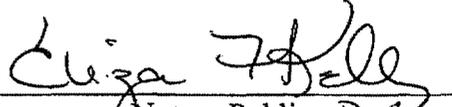
Name: David M. Stein

Title: Treasurer

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 17th day of November, 2006, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he/she 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/she acknowledged 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

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 651
High-Speed Trainset Number 18 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2025 AMTK 2023
One (1) First Class Car	AMTK 3201
Three (3) Coach Cars	AMTK 3521 AMTK 3501 AMTK 3535
One (1) Bistro Car	AMTK 3311
One (1) End Coach Car	AMTK 3404

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:

11/21/06



Robert W. Alvord