

23495-I
RECORDATION NO. _____ FILED

JAN 11 '07 -11 15 AM

SURFACE TRANSPORTATION BOARD

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

January 11, 2007

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 October 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lessor Security Agreement and Supplement to Lessor Security Agreement previously filed with the Board under Recordation Numbers 23495-A and 23495-D, respectively.

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

Lessor: SNC Fintrack Cierzo
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:

1 locomotive AMTK 662 and High Speed Trainset Number 14 (consisting of 8 car within the series AMTK 2010 - AMTK 3536) 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

JAN 11 '07 -11 15 AM

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of October 31, 2006 (this "Termination") is between SNC FINTRACK CIERZO, 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 432 722 692 (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").

W I T N E S S E T H :

WHEREAS, Lessor and Amtrak have entered into that certain (i) Lessor Security Agreement (U.S.) dated as of May 23, 2000, which was filed and recorded on May 23, 2001 at 12:37 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23495-A and (ii) the Supplement to Lessor Security Agreement (U.S.) dated as of June 28, 2001, which was filed and recorded on June 28, 2001 at 1:15 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23495-D (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.

[Remainder of Page Intentionally Blank]

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.

Je soussigné M^r B. CODRON.....
Notaire associé à St-Chéron, certifie
Véritable la signature Matérielle de
Mme M. ROUD.....
apposée ci-dessus.

SNC FINTRACK CIERZO

By: Malad

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

NATIONAL RAILROAD PASSENGER
CORPORATION



By: _____

Name:
Title:

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 CIERZO

By: _____

Name:

Title:

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

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein _____ *215*

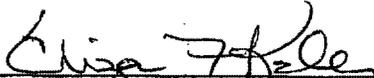
Name: Dale M. Stein

Title: Treasurer

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DISTRICT OF COLUMBIA)
) ss.:
)

On this 21st day of December, 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

Description

Amtrak Equipment Numbers

One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.

AMTK 662

One (1) High-Speed Trainset Number 14 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:

Two (2) Power Cars

AMTK 2015

AMTK 2010

One (1) First Class Car

AMTK 3208

Three (3) Coach Cars

AMTK 3525

AMTK 3536

AMTK 3527

One (1) Bistro Car

AMTK 3317

One (1) End Coach Car

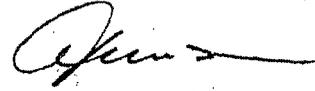
AMTK 3418

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:

1/11/07



Robert W. Alvord