

RECORDATION NO. 23826-1 FILED

APR 29 '09 -12 45 PM

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

April 29, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated as of April 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 23826.

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

Lessor: SNC Fintrack Bayamo
17 rue de Hanovre
75002 Paris, France

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

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

High-Speed Trainset Number 20 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 follows:

Termination and Release.

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

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Execution Copy

SURFACE TRANSPORTATION BOARD

TERMINATION AND RELEASE

This TERMINATION AND RELEASE dated as of April __, 2009 (this "Termination") is between SNC FINTRACK BAYAMO, a *société en nom collectif*, organized under the laws of France, with a share capital of € 4,965,779.05, having its registered office (*siège social*) at 16 rue de Hanovre, 75002 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 Crédit-Bail Agreement dated September 25, 2000 and that certain Lease Supplement dated November 30, 2001 (as amended, supplemented and modified, the "Lease");

WHEREAS, Lessor and Amtrak have entered into that certain Memorandum of Lease of Railroad Equipment (AMTRAK TRUST HS-MBK-1) dated January 15, 2002, which was filed and recorded on January 14, 2002 at 4:08 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23826 (the "Memorandum of Lease"), which Memorandum of Lease evidences that the railcars described on Annex A hereto (the "Units") are subject to the Lease; and

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

NOW, THEREFORE, Lessor and Amtrak agree as follows:

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

By: _____

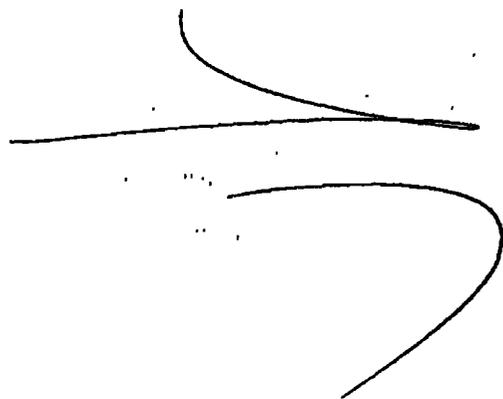
Name: Philippe LOMBARD

Title: *Fonctionnaire Parcels Saint Honoré*

Address: 16 rue de Hanovre, 75002 Paris, France

M. PASCAL DUFOUR _____
Notaire à Paris, certifie authentiquement la matérialité de la (des) signature(s) de M. Philippe LOMBARD _____

apposée(s) et c. c. c. _____
comme émanant bien de lui. _____
Cette certification de signature(s) ne peut en aucun cas conférer au présent document le caractère d'un acte notarié ; la responsabilité du Notaire ne peut à aucun titre être mise en cause en ce qui concerne le contenu de ce présent document.



NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: DALE M. STEIN
Title: TREASURER

(PSE)

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 24th day of April, 2009, 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.

C. Lisa H. [Signature]
Notary Public, D.C.

MY COMMISSION EXPIRES
JULY 31, 2009

My Commission Expires: _____

DESCRIPTION OF UNITS

Description

Amtrak Equipment Numbers

High-Speed Trainset Number 20
manufactured by Bombardier
Corporation and Alstom
Transportation Inc., consisting of:

Two (2) Power Cars	AMTK 2029 AMTK 2026
One (1) First Class Car	AMTK 3203
Three (3) Coach Cars	AMTK 3502 AMTK 3503 AMTK 3523
One (1) Bistro Car	AMTK 3310
One (1) End Coach Car	AMTK 3403

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: _____

4/29/09



Robert W. Alvord