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SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
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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 Lessor Security Agreement (U.S.), 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 Lessor Security Agreement (U.S.) previously filed with the Board under Recordation Number 24598-A.

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

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

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

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A description of the railroad equipment covered by the enclosed document is:

High-Speed Trainset Number 2 consisting of 8 railcars within the series AMTK 2005 - AMTK 3510 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 Lessor Security Agreement (U.S.).

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

RECORDATION NO.

24598-E
MS

Execution Copy

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SURFACE TRANSPORTATION BOARD

TERMINATION AND RELEASE
LESSOR SECURITY AGREEMENT (U.S.)

This TERMINATION AND RELEASE dated as of April 29, 2009 (this "Termination") is between SNC FINTRACK FOEHN, a *société en nom collectif*, organized under the laws of France, with a share capital of € 5,275,954.94, having its registered office (*siège social*) at 16 rue de Hanovre, 75002 Paris, France, registered under identification number 432 851 368 (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 April 19, 2002 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak;

WHEREAS, Lessor and Amtrak have entered into that certain Lessor Security Agreement (U.S.) dated as of September 18, 2003, which was filed and recorded on September 17, 2003 at 4:06 p.m. with the Surface Transportation Board and has been assigned Recordation Number 24598-A (the "Security Agreement");

WHEREAS, pursuant to the Assignment (Cession), dated as of September 18, 2003, among Amtrak, Owner Trustee and Indenture Trustee, and the Bill of Sale (Amtrak Trust HS-EDC-3), dated September 18, 2003, made by Amtrak in favor of Owner Trustee, Amtrak assigned and transferred all of its rights, title and interests, but none of its obligations, under the Security Agreement to Owner Trustee;

WHEREAS, pursuant to the Trust Indenture, Owner Trustee granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to the Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of Owner Trustee in, to and under the Security Agreement as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of April __, 2009, among Amtrak, Lessor, Owner Trustee, Indenture Trustee and the other parties thereto, the Lease was terminated and all rights, title and interests of Lessor in and to the Units were transferred to Owner Trustee; and

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 Amtrak and Owner Trustee in and to the Units arising from and through the Security Agreement are 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, 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 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 FOEHN

By: _____

Name: _____

Philippe LOMBARD

Title: _____

Address: 16 rue de Hanovre, 75004 Paris, France

M. PASCAL DULFOUR _____
Notaire à Paris, certifie uniquement la matérialité de la (des) signature(s) de
M. PHILIPPE LOMBARD _____

_____ apposée(s) ci-dessus _____
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 du présent document.

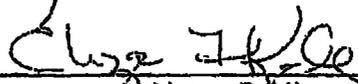
NATIONAL RAILROAD PASSENGER
CORPORATION

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

DISTRICT OF COLUMBIA

)
} ss.:
)

On this 24 day of APRIL, 2009, before me personally appeared DALE M. STEW, 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

My Commission Expires: _____

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 
Name: TALAL M. BAIROUZ
Title: ASSET MANAGER

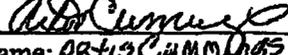
By: 
Name: SHAUN ENRIGHT
Title: ASSET MANAGER

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST
COMPANY,

as Indenture Trustee

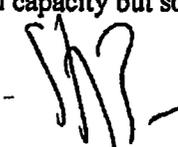
By:


Name: Aris Cummings

Title: Banking Officer

ACKNOWLEDGED AND AGREED:

**WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner
Trustee**



By:

Name: Steven M. Barone
Title: Financial Services Officer

DESCRIPTION OF UNITS

Description	Amtrak Equipment Numbers
High-Speed Trainset Number 2 manufactured by Bombardier Corporation and Alstom Transportation, Inc., consisting of:	
Two (2) Power Cars	AMTK 2005 AMTK 2008
One (1) First Class Car	AMTK 3204
Three (3) Coach Cars	AMTK 3509 AMTK 3510 AMTK 3526
One (1) Bistro Car	AMTK 3308
One (1) End Coach Car	AMTK 3400

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