

RECORDATION NO. 23826-E FILED

APR 29 '09 -12 45 PM

**SURFACE TRANSPORTATION BOARD**

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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 Lessor Security Agreement, 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 previously filed with the Board under Recordation Number 23826-A.

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 consisting of 8 railcars within the series AMTK 2026 - AMTK 3523 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.

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.

23826-E  
REB

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-12 45 PM

SURFACE TRANSPORTATION BOARD

Execution Copy

TERMINATION AND RELEASE  
LESSOR SECURITY AGREEMENT

This TERMINATION AND RELEASE dated as of April 29, 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 Lessor Security Agreement, dated as of January 15, 2002, which was filed and recorded on January 14, 2002 at 4:14 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23826-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 (as described in Annex A attached hereto) 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.

SNC FINTRACK BAYAMO

By: \_\_\_\_\_

Name: Philippe LOMBARD

Title: *Financier Nord et Honoraire*

Address: 16 rue de Hanovre, 75002 Paris, France

M. PASCAL DUFOUR \_\_\_\_\_  
Notaire à Paris, certifie uniquement la  
matérialité de la (des) signature(s) de  
M. Philippe LOMBARD \_\_\_\_\_

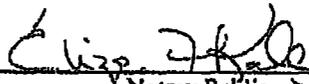
apposé(s) ci-dessus \_\_\_\_\_  
comme émanant bien de lui. \_\_\_\_\_  
Cette certification de signature(s) ne peut en  
aucun cas conférer au présent document le  
caractère d'un acte notarié ; la responsabilité  
du Notaire ne peut à aucun titre être mise en  
cause en ce qui concerne le contenu du  
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. 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, DC

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