

RECORDATION NO. 23391-I FILED

MAR 22 '10 -10 20 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

March 22, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

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 March 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lessor Security Agreement as supplemented previously filed with the Board under Recordation Numbers 23391-A and 23391-E.

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

Lessor: SNC Fintrack Sirocco
103, Avenue de Champs Elysees
75008 Paris, France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

Section Chief
March 22, 2010
Page 2

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

1 locomotive, AMTK 661; two (2) power cars, AMTK 2035 and 2039; one (1) first class car, AMTK 3219; three (3) coach cars, AMTK 3542, 3544 and 3547; one (1) bistro car, AMTK 3307; and one (1) end coach car, AMTK 3415.

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

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. 23391-I FILED

MAR 22 '10 -10 20 AM

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

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of March 22 2010 (this "Termination") is between SNC FINTRACK SIROCCO, a *société en nom collectif*, organized under the laws of France, with a share capital of € 7,561,885.54, having its registered office (*siège social*) at 103, avenue des Champs Elysées, 75008 Paris, France, registered under identification number 432 147 379 RCS Paris (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 (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated January 31, 2001 and (iii) that certain Lease Supplement dated March 5, 2001 (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 (i) that certain Lessor Security Agreement (U.S.), dated as of February 28, 2001, which was filed and recorded on February 28, 2001 at 9:16 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23391-A and (ii) that certain Supplement to Lessor Security Agreement (U.S.), dated as of March 21, 2001, which was filed and recorded on March 21, 2001 at 11:17 a.m. and has been assigned Recordation Number 23391-E (together, subsections (i) and (ii), the "Security Agreement");

WHEREAS, pursuant to each of (i) the Assignment (Cession), dated as of February 28, 2001 and the Assignment (Cession), dated as of March 21, 2001, among Amtrak, Owner Trustee and Indenture Trustee, and (ii) the Bill of Sale (Amtrak Trust HS-EDC-3), dated March 21, 2001, 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 March 22 2010, 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.

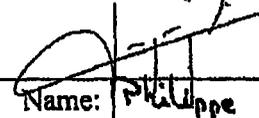
Section 3. Representations and Warranties. Each of Lessor and Amtrak represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor has full authority to terminate and release all of its right, title and interest in 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]

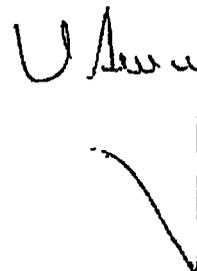
IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK SIROCCO

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

VU POUR LA CERTIFICATION MATERIELLE
DE LA SIGNATURE APOSEE CI-DESSUS
DE Monsieur Philippe LESPAGNOL





NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein @
Title: Treasurer

ACKNOWLEDGED AND AGREED:

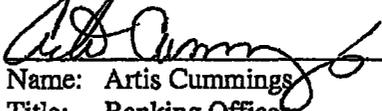
EXPORT DEVELOPMENT CANADA

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

By: 
Name: Trevor Mulligan
Title: Asset Manager

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST
COMPANY,
as Indenture Trustee

By: 
Name: Artis Cummings
Title: Banking Officer

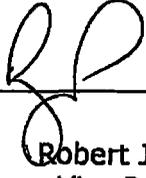
ACKNOWLEDGED AND AGREED:

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

By: _____

Name:

Title:


**Robert J. Perkins
Vice President**

DESCRIPTION OF UNITS

Description	Amtrak Equipment Numbers
One (1) Dual-Cab, High Horsepower Electric Locomotive, manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 661
High Speed Trainset Number 9, manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2039 AMTK 2035
One (1) First Class Car	AMTK 3219
Three (3) Coach Cars	AMTK 3544 AMTK 3542 AMTK 3547
One (1) Bistro Car	AMTK 3307
One (1) End Coach Car	AMTK 3415

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: 3/22/10



Robert W Alvord