

RECORDATION NO. 23494-I FILED

MAR 22 '12 -9 45 AM

SURFACE TRANSPORTATION BOARD

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

March 22, 2012

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, 2012, 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.), as supplemented, previously filed with the Board under Recordation Numbers 23494-A and 23494-D.

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

Lessor: GIE Finliner Tramontane
16, rue de Hanovre
75002 Paris
France

Lessee: National Railroad Passenger Corporation
10 G Street, NE
Washington, DC 20002

Chief, Section of Administration
March 22, 2012
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 660 and High Speed Trainset Number 13 consisting of 8 railcars AMTK 2027, 2033, 3213, 3529, 3537, 3552, 3318 and 3408.

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,



✓ Edward M. Luria

EML/sem
Enclosures

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**TERMINATION AND RELEASE
LESSOR SECURITY AGREEMENT (U.S.)****SURFACE TRANSPORTATION BOARD**

This TERMINATION AND RELEASE dated as of March 22, 2012 (this "*Termination*") is between GIE FINLINER TRAMONTANE, a *groupement d'intérêt économique* organized under the laws of France, having its registered office (*siège social*) at 16, rue de Hanovre, 75002 Paris, France, registered under identification number 432 801 843 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*").

W I T N E S S E T H :

WHEREAS, Lessor and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated April 29, 2001, and (iii) that certain Lease Supplement No. 2 dated June 7, 2001 (collectively, as amended, supplemented and modified, the "*Lease*") pursuant to which Lessor leased the railroad equipment described in 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 May 23, 2001, which was filed and recorded on May 23, 2001 at 12:16 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23494-A and (ii) that certain Supplement to Lessor Security Agreement (U.S.), dated as of June 28, 2001, which was filed and recorded on June 28, 2001 at 12:49 p.m. and has been assigned Recordation Number 23494-D (together, subsections (i) and (ii), the "*Security Agreement*");

WHEREAS, pursuant to each of (i) the Assignment (Cession), dated as of May 23, 2001 and the Assignment (Cession), dated as of June 28, 2001, among Amtrak, US Lessor and Indenture Trustee, and (ii) the Bills of Sale (Amtrak Trust HS-EDC-1), respectively dated May 23, 2001, and June 28, 2001 (the "*Cessions*"), made by Amtrak in favor of US Lessor, Amtrak assigned and transferred all of its rights, title and interests, but none of its obligations, under the Crédit-Bail to US Lessor;

WHEREAS, pursuant to the Trust Indenture, US Lessor 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 US Lessor in, to and under the Cessions as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of March 22, 2012, among Amtrak, Lessor, US Lessor, 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 US Lessor; 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 US Lessor 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.

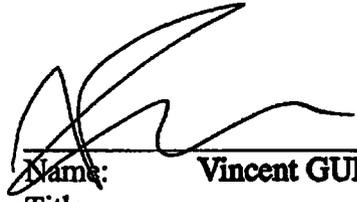
Section 4 Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

[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.

GIE FINLINER TRAMONTANE

By:


Name: **Vincent GUERBÉ**

Title:

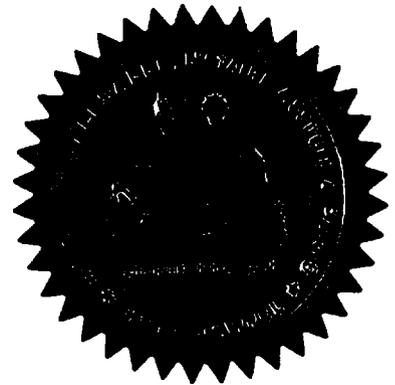
Address: 16, rue de Hanovre,
75002 Paris, France

Bon pour légalisation/matérielle
par le notaire à Paris, soussigné
de la signature de M. C....

Vincent Guerbé

Benoit DELESALLE





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.

NATIONAL RAILROAD PASSENGER
CORPORATION

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

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 19th day of March, 2012, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

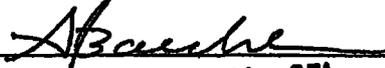
Anthony Patterson
Notary Public

My Commission Expires: Feb. 28, 2017



ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 
Name: Andrew Baechler, CFA
Title: Loan Portfolio Manager

By: 
Name: CHRISTOPHER WILSON
Title: ASSET MANAGER

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By: 
Name: Artis Cummings, CCTS
Title: Banking Officer

DESCRIPTION OF UNITS

Description	Amtrak Equipment Numbers
One (1) Dual Cab High Horse Power Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 660
High Speed Trainset Number 13 manufactured by Bombardier Corporation and Alstom Transportation Inc. consisting of	
Two (2) Power Cars	AMTK 2033 AMTK 2027
One (1) First Class Car	AMTK 3213
Three (3) Coach Cars	AMTK 3529 AMTK 3537 AMTK 3552
One (1) Bistro Car	AMTK 3318
One (1) End Coach Car	AMTK 3408

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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. 3/22/12

Edward M Luria
Edward M. Luria