

RECORDATION NO. 23391-H FILED

MAR 22 '10 -10 20 AM

**SURFACE TRANSPORTATION BOARD**

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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, 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 Memorandum of Lease as supplemented previously filed with the Board under Recordation Numbers 23391 and 23391-D.

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.

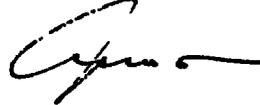
A short summary of the document to appear in the index is:

Termination and Release.

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

MAR 22 '10 -10 20 AM

**TERMINATION AND RELEASE**

**STATE OF MICHIGAN 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");

WHEREAS, Lessor and Amtrak have entered into (i) that certain Memorandum of Lease of Railroad Equipment, dated February 28, 2001, which was filed and recorded on February 28, 2001 at 9:15 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23391 (the "*Memorandum of Lease*"), and (ii) that certain Supplement to Memorandum of Lease of Railroad Equipment, dated March 21, 2001, which was filed and recorded on March 21, 2001 at 11:14 a.m. and has been assigned Recordation Number 23391-D ("*Memorandum of Lease Supplement*"), which Memorandum of Lease Supplement, together with the 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 SIROGEO

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

Name: Philippe LESPAGNOL

Title:

Address: 103, avenue des Champs Elysées,  
75008 Paris, France

VU POUR LA CERTIFICATION MATERIELLE  
DE LA SIGNATURE APPOSEE CONTRAS  
DE Philippe LESPAGNOL



U Levy

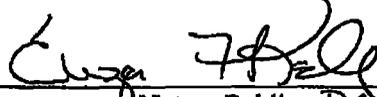
NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein (R)  
Name: Dale M. Stein  
Title: Treasurer

DISTRICT OF COLUMBIA

)  
) ss.:  
)

On this 17 day of MARCH, 2010, 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, DC

My Commission Expires: July 31, 2014

**DESCRIPTION OF UNITS**

<b>Description</b>	<b>Amtrak Equipment Numbers</b>
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