

RECORDATION NO. 23250-I FILED

JAN 13 '11 -1 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

January 13, 2011

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 January 13, 2011, 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 23250-A and 23250-E.

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

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

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

Chief, Section of Administration  
January 13, 2011  
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 658 and High Speed Trainset Number 7 consisting of 8 railcars AMTK 2032, 2034, 3216, 3301, 3419, 3553, 3556 and 3557

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,

A handwritten signature in black ink, appearing to read "Alvord", with a horizontal line extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

RECORDATION NO. 23250-I FILED

JAN 13 '11 -1 30 PM

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

**SURFACE TRANSPORTATION BOARD**

This TERMINATION AND RELEASE dated as of January 13, 2011 (this "Termination") is between GIE FINLINER ALIZE, 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 432 266 468 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 December 1, 2000, and (iii) that certain Lease Supplement No.2 dated February 13, 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 December 7, 2000, which was filed and recorded on December 7, 2000 at 12:35 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23250-A and (ii) that certain Supplement to Lessor Security Agreement (U.S.), dated as of February 28, 2001, which was filed and recorded on February 28, 2001 at 9:43 a.m. and has been assigned Recordation Number 23250-E (together, subsections (i) and (ii), the "Security Agreement");

WHEREAS, pursuant to each of (i) the Assignment (Cession), dated as of December 7, 2000 and the Assignment (Cession), dated as of February 28, 2001, among Amtrak, US Lessor and Indenture Trustee, and (ii) the Bill of Sale (Amtrak Trust HS-EDC-3), dated December 7, 2000, 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 Security Agreement 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 Security Agreement as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of January 13, 2011, 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 ALIZE

By. 

Name: VINCENT GUERBE  
Title: REPRÉSENTANT DE L'ADMINISTRATEUR  
Address: 16, rue de Hanovre,  
75002 Paris, France

Bon pour légalisation/matérielle  
par le notaire à Paris, soussigné  
de la signature ..... de M. ~~Gu~~  
VINCENT GUERBE



Thierry DELESALLE

*Lessor Security Agreement Termination and Release  
(GIE Finliner Alize)*

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 10 day of JANUARY, 2011, 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.

*My Commission Expires  
July 31, 2014*

*Chaz F. Bell*  
Notary Public, DC

My Commission Expires: \_\_\_\_\_

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: Artis Cummings  
Name: Artis Cummings, CCTS  
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**

<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 658
High Speed Trainset Number 7, manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2032 AMTK 2034
One (1) First Class Car	AMTK 3216
Three (3) Coach Cars	AMTK 3553 AMTK 3556 AMTK 3557
One (1) Bistro Car	AMTK 3301
One (1) End Coach Car	AMTK 3419

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:

1/13/11



\_\_\_\_\_  
Robert W. Alvord