

RECORDATION NO. 23287-I FILED

ALVORD AND ALVORD
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JAN 29 '01 12-42 PM
TS
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

January 29, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Supplement to Lessor Security Agreement (U.S.), dated January 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lessor Security Agreement which was filed with the Board under Recordation Number 23287-A.

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

Lessor: GIE Finliner Maestro
260 boulevard
Saint Germain
75007 Paris, France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002

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

High Speed Trainset Number 8 bearing AMTK reporting marks and road numbers attached hereto

Mr. Vernon A. Williams
January 29, 2001
Page Two

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

Supplement No. Two to Lessor Security Agreement between GIE Finliner Maestro, Lessor, and National Railroad Passenger Corporation, Lessee, covering high speed trainset number 8 bearing AMTK reporting marks and road numbers attached hereto.

Also enclosed is a check in the amount of \$27.00 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/anm
Enclosures

SCHEDULE A

EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 8 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2014 AMTK 2019
One (1) End Club Car	AMTK 3218
One (1) Bistro Car	AMTK 3315
One (1) End Coach Car	AMTK 3416
Three (3) Coach Cars	AMTK 3559 AMTK 3548 AMTK 3558

SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.) (this "Security Agreement Supplement") dated as of January 29, 2001, by and between GIE FINLINER MAESTRO, a groupement d'intérêt économique, having its registered office (*siege social*) at 260, boulevard Saint Germain, 75007 Paris, France, as Lessor hereunder (hereinafter called "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, whose chief executive office is at 60 Massachusetts Avenue, N.E., Washington D.C. 20002 ("Amtrak") (together with its successors and its permitted assignees, including the US Lessor, hereafter referred to as "Lessee").

W H E R E A S :

A) Lessor and Lessee have entered into that certain Lessor Security Agreement dated December 27, 2000 (the "Security Agreement"), relating to that certain Credit-Bail Agreement (the "Lease") dated as of September 25, 2000 with Amtrak, covering the railroad equipment defined in Schedule A thereto;

(B) Lessor and Lessee have entered into that certain Lease Supplement dated January 17, 2001, (the "Second Lease Supplement") covering the railroad equipment identified on Schedule A (the "Additional Equipment" which Additional Equipment, together with the Equipment described in the Lease Supplement entered into between Lessor and Lessee dated December 22, 2000, are referred to herein as the "Equipment");

(C) Lessor and Lessee desire to execute and deliver this Security Agreement Supplement for the benefit of the Lessee to reflect Additional Equipment covered by the Second Lease Supplement;

(D) This Security Agreement Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument; and

(E) Capitalized terms used herein and not otherwise defined herein shall have the meanings specified in Annex A to the Lease, and the rules of usage specified in the Lease shall apply to this Second Supplement.

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH, that in accordance with the terms of the Security Agreement, Schedule I attached hereto shall replace, in its entirety, the Schedule I attached to the Security Agreement.

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SURFACE TRANSPORTATION BOARD



IN WITNESS WHEREOF, the parties hereto have caused this Security Agreement Supplement to be duly executed as of the day and year first above written.

GIE FINLINER MAESTRO, as Lessor

By *Masjed*

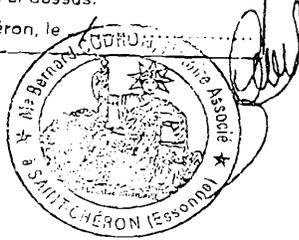
Name:
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By _____

Name:
Title:

Je soussigné M^e B. CARRON
Notaire associé à St Chéron, certifie
Véritable la signature Matérielle de
N. N. D. R. D.
apposée ci-dessus.
A St Chéron, le _____

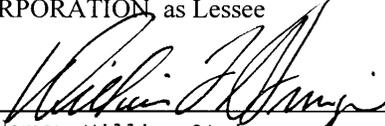


IN WITNESS WHEREOF, the parties hereto have caused this Supplement to Lessor Security Agreement to be duly executed as of the day and year first above written.

GIE FINLINER MAESTRO, as Lessor

By _____
Name:
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By  _____
Name: William Stringer
Title: Acting Treasurer

DISTRICT OF COLUMBIA)
) ss.:
)

On this 22 day of January, 2001, before me personally appeared William Stringer, to me personally known, who, by me being duly sworn, says that (s)he is the Acting 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: 2-14-05

SCHEDULE A
ADDITIONAL EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 8 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2014 AMTK 2019
One (1) End Club Car	AMTK 3218
One (1) Bistro Car	AMTK 3315
One (1) End Coach Car	AMTK 3416
Three (3) Coach Cars	AMTK 3559 AMTK 3548 AMTK 3558

SCHEDULE I

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual-Cab. High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	663
High-Speed Trainset Number 8 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2014 AMTK 2019
One (1) End Club Car	AMTK 3218
One (1) Bistro Car	AMTK 3315
One (1) End Coach Car	AMTK 3416
Three (3) Coach Cars	AMTK 3559 AMTK 3548 AMTK 3558

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 Supplement to Lessor Security Agreement (U.S.) with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/29/01



Robert W. Alvord