

RECORDATION NO. 23138-B FILED

NOV 14 '00

9-36 AM

SURFACE TRANSPORTATION BOARD **TS**

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OF COUNSEL  
URBAN A. LESTER

November 13, 2000

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 three (3) copies of a Supplement No. One to Memorandum of Lease of Railroad Equipment, dated November 17, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was filed with the Board under Recordation Number 23138.

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

Lessor: SNC Fintrack Mistral  
103 Avenue des Champs Elysees  
75008 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:

One electric locomotive AMTK 659 and one high speed trainset consisting of eight units bearing AMTK reporting marks and road numbers attached hereto.

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Mr. Vernon A. Williams  
November 13, 2000  
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A short summary of the document to appear in the index follows:

Supplement No. One to Memorandum of Lease between SNC Fintrack Mistral, Lessor, and National Railroad Passenger Corporation covering one electric locomotive AMTK 659 and one electric locomotive AMTK 659 and one high speed trainset consisting of eight units bearing AMTK reporting marks and road numbers attached hereto.

Also enclosed is a check in the amount of \$26.00 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>
One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 659
High-Speed Trainset Number 5 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2009 AMTK 2020
One (1) End Club Car	AMTK 3207
One (1) Bistro Car	AMTK 3305
One (1) End Coach Car	AMTK 3409
Three (3) Coach Cars	AMTK 3541 AMTK 3543 AMTK 3546

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SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. ONE TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated November ~~14~~, 2000, between SNC FINTRACK MISTRAL, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France (in such capacity, the “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 (the “Lessee” or “Amtrak”). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, Lessor and Lessee have entered into that certain Memorandum of Lease dated September 25, 2000 (the “*Memorandum of Lease*”), relating to that certain Crédit-Bail Agreement dated September 25, 2000 (the “*Lease*”) and that certain Lease Supplement dated September 25, 2000 (the “*First Supplement*”), covering the railroad equipment identified in Schedule A thereto, which was recorded with the Surface Transportation Board on October 3, 2000 at 2:05 P.M. as Recordation Number 23138;

WHEREAS, Lessor and Lessee have entered into that certain Lease Supplement dated October 31, 2000, (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 *First Supplement* are referred to herein as the “*Equipment*”);

WHEREAS, Lessor and Lessee desire to supplement the Memorandum of Lease to reflect additional Equipment covered by the *Second Lease Supplement*;

WHEREAS, this memorandum may be executed in any number of original counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NOW THEREFORE, in consideration of the foregoing, the parties wish to show forth public record:

1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination by

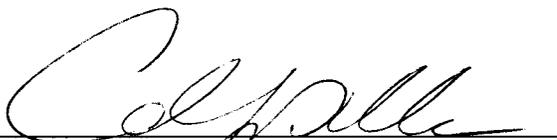
reason of a Lessee default or other Termination Event without regard to the payment by Amtrak of any amounts due and payable under the Lease or any breach by Amtrak of any Relevant Document, all right, title and interest of Lessor in and to the Equipment shall automatically and without any further act or delivery of any document irrevocably transfer to Lessee or to its designee, assignee or transferee, subject to any Liens over the Equipment as may exist at such time and in "as is, where, is" condition and without recourse to or any warranty (express or implied) being given by Lessor, the Manager or any Member other than Lessor's warranty that such title to the Equipment is equivalent to the title that Lessor received pursuant to the Purchase Agreement Assignment and that the Equipment is free from all Lessor's Liens.

IN WITNESS WHEREOF, the parties have caused this supplement to be executed by their officers thereunto duly authorized, as of the date first above written.

SNC FINTRACK MISTRAL

By: \_\_\_\_\_  
Name:  
Title:  
Address: 103, avenue des Champs Elysées  
75008, Paris, France

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:   
Name: Carol Dillon  
Title: Treasurer

DISTRICT OF COLUMBIA     )  
  ) ss.:  
  )

On this 30 day of Oct, 2000, before me personally appeared Carol J. Dillon, to me personally known, who, by me being duly sworn, says that 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 she 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

IN WITNESS WHEREOF, the parties have caused this supplement to be executed by their officers thereunto duly authorized, as of the date first above written.

SNC FINTRACK MISTRAL

By: *P. Morad*  
Name: P. MORAD  
Title: \_\_\_\_\_  
Address: 103, avenue des Champs Elysées  
75008, Paris, France

NATIONAL RAILROAD PASSENGER CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Notaire associé à St Chéron, certifié  
Véritable la signature Matérielle de  
M. Philippe MORAD.  
apposée ci-dessus  
A St Chéron, le

*[Handwritten signature]*



**DESCRIPTION OF UNITS**

High-Speed Trainset Number 5  
manufactured by Bombardier  
Corporation and Alstom  
Transportation Inc., consisting of:

Two (2) Power Cars	AMTK 2009 AMTK 2020
One (1) End Club Car	AMTK 3207
One (1) Bistro Car	AMTK 3305
One (1) End Coach Car	AMTK 3409
Three (3) Coach Cars	AMTK 3541 AMTK 3543 AMTK 3546

DESCRIPTION OF UNITS-LOCOMOTIVES

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab, High Horsepower Electric Locomotive	
Locomotive	AMTK 659