

RECORDATION NO. 23250-E FILED

FEB 28 '01 9-43 AM

TS
SURFACE TRANSPORTATION BOARD

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

February 28, 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 three (3) copies of a Supplement to Lessor Security Agreement (U.S.), dated February 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lessor Security Agreement (U.S.) which was filed with the Board under Recordation Number 23250.

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

Lessor: GIE Finliner Alize
9, quai de President
Paul Doumer
92920 Paris La Defense
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 7 bearing AMTK reporting marks and road numbers attached hereto

Mr. Vernon A. Williams
February 28, 2001
Page Two

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

Supplement to Lessor Security Agreement (U.S.) between
GIE Finliner Alize, Lessor, and National Railroad Passenger
Corporation, Lessee, covering high speed Trainset Number 7.

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,

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

Robert W. Alvord

RWA/anm
Enclosures

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
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

SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.) (this "Supplement") dated as of February 28, 2001, by and between GIE FINLINER ALIZE, a groupement d'intérêt économique, having its registered office (*siège social*) at 9, quai de Président Paul Doumer, 92920 Paris La Défense, 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 7, 2000 (the "Security Agreement"), relating to that certain Crédit-Bail Agreement (the "Lease") dated as of September 25, 2000 with Amtrak, covering the railroad equipment defined in Schedule A hereto;

(B) Lessor and Lessee have entered into that certain Lease Supplement dated February 13, 2001, (the "Second Lease Supplement") covering the railroad equipment identified in the Second Lease Supplement (the "Additional Equipment" which Additional Equipment, together with the Equipment described in the First Supplement are referred to herein as the "Equipment");

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

(D) This 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 the Lease, and the rules of usage specified in the Lease shall apply to this Second Supplement.

Section 1.1. NOW, THEREFORE, THIS INSTRUMENT WITNESSETH that in accordance with the terms of the Lessor Security Agreement, Schedule I attached hereto shall replace, in its entirety, the Schedule I attached to the Lessor 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 ALIZE, as Lessor

By 
Name:
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By _____
Name:
Title:

Je soussigné M^e Colhon...
Notaire associé à St Chéron, certifie
Véritable la signature Matérielle de
M. Maucud
apposée ci-dessus.
A St Chéron, le _____





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 ALIZE, as Lessor

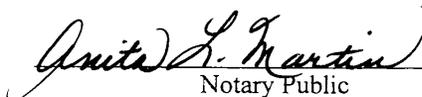
By _____
Name:
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

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

DISTRICT OF COLUMBIA)
) ss.:
)

On this 23rd day of February, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that (~~s~~)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 (~~s~~)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: April 14, 2002

SCHEDULE A

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.	AMTK 658

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.	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