

RECORDATION NO. 23391-D FILED

MAR 21 '01 11:14 AM  
TS  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

March 20, 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 Memorandum of Lease of Railway Equipment, dated as of March 21, 2001, 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 is was previously filed with the Board under Recordation Number 23391.

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

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

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.

Mr. Vernon A. Williams  
March 20, 2001  
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A short summary of the document to appear in the index is:

Supplement to Memorandum of Lease of Railway Equipment, dated as of March 21, 2001, between SNC Fintrack Sirocco, Lessor, and National Railroad Passenger Corporation, Lessee, covering one (1) dual cab high horsepower electric locomotive: AMTK 657.

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 "Robert W. Alvord". The signature is written in a cursive style with a large, sweeping initial "R".

Robert W. Alvord

RWA/bjg  
Enclosures

RECORDATION NO. 23391-D FILED

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SURFACE TRANSPORTATION BOARD

SUPPLEMENT TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated March 21, 2001, between SNC Fintrack Sirocco, a *société en nom collectif*, having its registered office (*siège social*) at 103, avenue des Champs Elyseés, 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 February 28, 2001 (the “*Memorandum of Lease*”), relating to that certain Crédit-Bail Agreement dated September 25, 2000 (the “*Lease*”) and that certain Lease Supplement dated January 31, 2001 (the “*First Supplement*”), covering the railroad equipment identified in Schedule A thereto, which was recorded with the Surface Transportation Board on February 28, 2001 at 9:15 a.m. as Recordation Number 23391;

WHEREAS, the Lessor and Lessee have entered into that certain Lease Supplement dated March 5, 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 First Lease Supplement are referred to herein as the “*Equipment*”);

WHEREAS, Lessor and Lessee desire to supplement the Memorandum of Lease to reflect the 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 for the 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 memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SNC FINTRACK SIROCCO

Je soussigné M<sup>re</sup> S. CODRON  
Notaire associé à St Chéron, certifie  
Véritable la signature Matérielle de  
M. LELONG  
apposée ci-dessus.  
A St Chéron, le .....

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

  
Name:  
Title:  
Address: 103, avenue des Champs Elyseés,  
75008 Paris, France



NATIONAL RAILROAD PASSENGER  
CORPORATION

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

Name: Dale M. Stein  
Title: Treasurer

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

SNC FINTRACK SIROCCO

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

Name:

Title:

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein

Name: Dale M. Stein

Title: Treasurer

DISTRICT OF COLUMBIA    )  
  ) ss.:  
  )

On this 12 day of March, 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: 2/14/05

**DESCRIPTION OF UNITS**

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