

RECORDATION NO. 23391-E FILED

MAR 21 '01 11:17 AM
TS
SURFACE TRANSPORTATION BOARD

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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 Lessor Security Agreement (U.S.), 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 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 Lessor Security Agreement (U.S.), dated as of March 21, 2001, between SNC Fintrack Sirocco, Lessor, and National Railroad Passenger Corporation, Lessee, covering 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.

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/bjg
Enclosures

SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.) (this "Supplement") dated as of March 21, 2001, by and between SNC FINTRACK SIROCCO, a *société en nom collectif*, having its registered office (*siège social*) at 103, avenue des Champs Elyseés, 75008 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 February 28, 2001 (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 March 5, 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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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.

SNC FINTRACK SIROCCO, as Lessor

By: 
Name:
Title:

Je soussigné M^e Loj. Row
Notaire associé à St Chéron, certifie
Véritable la signature Matérielle de
M. LELAW. G
apposée ci-dessus.
A St Chéron, le



NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By _____
Name: Dale M. Stein
Title: Treasurer

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.

SNC FINTRACK SIROCCO, as Lessor

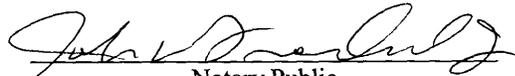
By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION, as Lessee

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

DISTRICT OF COLUMBIA)
) ss.:
)

On this 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

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 661

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.	661
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