

RECORDATION NO. 23415-0 FILED

MAY 22 '01 19-03 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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)

May 22, 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 four (4) copies of a Supplement to Memorandum of Lease of Railroad, dated as of May 22, 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 previously filed with the Board under Recordation Number 23415.

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

Lessor:	GIE Finliner Meltem 260 boulevard St. Germain 75007 Paris, France
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

Mr. Vernon A. Williams  
May 22, 2001  
Page Two

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

High-speed Trainset Number 11 bearing AMTK reporting marks and road numbers attached hereto.

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

Supplement to Memorandum of Lease of Railroad Equipment

Also enclosed is a check in the amount of \$28.00 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 11 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2017 AMTK 2036
One (1) First Class Car	AMTK 3210
Three (3) Coach Cars	AMTK 3531 AMTK 3532 AMTK 3530
One (1) Bistro Car	AMTK 3316
One (1) End Coach Car	AMTK 3414

SUPPLEMENT TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated May 22, 2001, between GIE FINLINER MELTEM, a groupement d'intérêt économique, having its registered office (*siège social*) at 260, boulevard St. Germain, 75007, 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).

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SURFACE TRANSPORTATION BOARD

WHEREAS, Lessor and Lessee have entered into that certain Memorandum of Lease dated March 21, 2001 (the "*Memorandum of Lease*"), relating to that certain Crédit-Bail Agreement dated September 25, 2000 (the "*Lease*") and that certain Lease Supplement dated February 27, 2001 (the "*First Supplement*"), covering the railroad equipment identified in Schedule A thereto, which was recorded with the Surface Transportation Board on March 21, 2001 at 11:04 a.m. as Recordation Number 23415;

WHEREAS, the Lessor and Lessee have entered into that certain Lease Supplement dated April 29, 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 by covered 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:

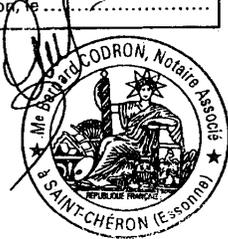
1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination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

GIE FINLINER MELTEM

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



By: Maïoud  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Address: 260, boulevard St. Germain, 75007,  
Paris France

NATIONAL RAILROAD PASSENGER CORPORATION

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

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.

GIE FINLINER MELTEM

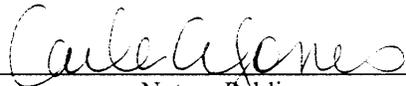
By: \_\_\_\_\_  
Name:  
Title:  
Address: 260, boulevard St. Germain, 75007,  
Paris France

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

DISTRICT OF COLUMBIA     )  
  ) ss.:  
  )

On this 16 day of May, 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: \_\_\_\_\_  
Carla A. Jones  
Notary Public, District of Columbia  
My Commission Expires 04-30-2006

**DESCRIPTION OF UNITS**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
High-Speed Trainset Number 11 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
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One (1) End Coach Car	AMTK 3414

**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 copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

*May 21, '01*



\_\_\_\_\_  
Robert W. Alvord