

RECORDATION NO. 23415-E FILED

MAY 22 '01 19-12 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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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 Lessor Security Agreement (U.S.), 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 Lessor Security Agreement (U.S.) 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

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.

Mr. Vernon A. Williams
May 22, 20001
Page Two

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

Supplement to Lessor Security Agreement (U.S.)

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,

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

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 LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.) (this "Supplement") dated as of May 22, 2001, by and between GIE FINLINER MELTEM, a groupement d'intérêt économique, having its registered office (*siège social*) at 260, boulevard Saint Germain, 75007 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 March 21, 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 April 29, 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.

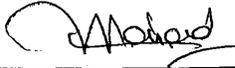
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IN WITNESS WHEREOF, the parties hereto have caused this Security Agreement Supplement to be duly executed as of the day and year first above written.

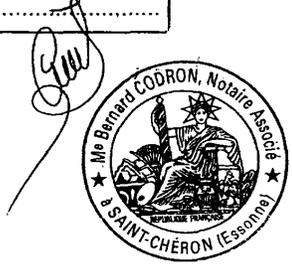
GIE FINLINER MELTEM, as Lessor

By 
Name:
Title:

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

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By _____
Name:
Title:



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 MELTEM, as Lessor

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

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

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 657 |

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. | 657 |
| 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 |

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