

RECORDATION NO. 23505-A FILED

JUN 8 '01 11-09 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

June 8, 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 Memorandum of Sublease of Railroad Equipment, dated June 8, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Lease of Railroad Equipment which is being filed with the Board under Recordation Number 23505.

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

Lessor: National Railroad Passenger  
Corporation  
60 Massachusetts Avenue, N.E.  
Washington, D.C. 20002

Lessee: Expresstrack, L.L.C.  
3400 East Lafayette Blvd.  
Detroit, MI 482007

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

4 refrigerated boxcars AMTK 74001, 74077, 74057 and 74078

Mr. Vernon A. Williams  
June 8, 2001  
Page Two

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

Memorandum of Sublease 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 and cross-indexing 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

**AMTRAK LEASE (01-AS)**

MEMORANDUM OF SUBLEASE OF RAILROAD EQUIPMENT (AMTRAK SUBLEASE NO. 01-AS) dated June 8, 2001, between, 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 "*Lessor*"), and EXPRESSTRAK, L.L.C., a Delaware limited liability company (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Sublease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Sublease of Railroad Equipment (AMTRAK SUBLEASE NO. 01-AS) dated as of May 15, 2001 (the "*Sublease*") and that certain Sublease Supplement No. 1 (AMTRAK SUBLEASE NO. 01-AS) dated as of May 15, 2001 ("*Supplement No. 1*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A including all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, ORIX Financial Services, Inc., a New York corporation ("*ORIX*") and Lessor, as lessee thereunder, have entered into that certain Lease of Railroad Equipment (AMTRAK LEASE NO. 01-A) dated as of May 15, 2001 (the "*Lease*") and that certain Lease Supplement No. 1 (AMTRAK LEASE NO. 01-A) dated as of May 15, 2001 ("*Lease Supplement No. 1*"), covering the Equipment and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS evidence of the Lease and Lease Supplement No. 1 has been recorded with the United States Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code and assigned recordation number \_\_\_\_\_;

WHEREAS pursuant to the terms of the Lease, the Lessor is collaterally assigning to ORIX, its interest in and to the Sublease and Supplement No. 1 as security for Lessor's obligations under the Lease;

WHEREAS, the Sublease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Sublease); and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

RECORDATION NO. 23505-A FILED

JUN 8 '01 11-01 AM

**SURFACE TRANSPORTATION BOARD**

**AMTRAK LEASE (01-A)**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

EXPRESSTRAK, L.L.C.

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

AMTRAK LEASE (01-A)

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

NATIONAL RAILROAD PASSENGER CORPORATION

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

EXPRESSTRAK, L.L.C.

By: R.F. Unfer  
Name: R.F. UNFER  
Title: CEO

AMTRAK LEASE (01-A)

DISTRICT OF COLUMBIA     )  
  ) ss.:  
  )

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

Carla A. Jones  
Notary Public

My commission expires     Carla A. Jones  
  Notary Public, District of Columbia  
  My Commission Expires 04-30-2006

AMTRAK LEASE (01-A)

District of Columbia  
~~STATE OF DELAWARE~~ )  
 ) ss.:  
COUNTY OF \_\_\_\_\_ )

On this 25<sup>th</sup> day of May, 2001 before me personally appeared R. Franklin Unger, to me personally known, who, by me being duly sworn, says that he/she is CEO of EXPRESSTRAK, L.L.C, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires

My Commission Expires **May 14, 2003**

**AMTRAK LEASE (01-AS)**

**Schedule A to  
Memorandum of Sublease**

**DESCRIPTION OF UNITS**  
**(AMTRAK SUBLEASE 01-AS)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74001
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74077
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74057
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74078