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OF COUNSEL
URBAN A. LESTER

June 27, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. **23493-D** FILED
JUN 28 '01 12-07 PM
TS
SURFACE TRANSPORTATION BOARD

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 June 28 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 filed with the Board under Recordation Number 23493-A.

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

Lessor:	GIE Finliner Simoun 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 12 bearing AMTK reporting marks and road numbers attached hereto.

Mr Vernon A. Williams
June 27, 2001
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,



Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 12 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2037 AMTK 2006
One (1) First Class Car	AMTK 3209
One (1) Bistro Car	AMTK 3319
One (1) End Coach Car	AMTK 3410
Three (3) Coach Cars	AMTK 3516 AMTK 3528 AMTK 3538

SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.) (this "Supplement") dated as of June 24, 2001, by and between GIE FINLINER SIMOUN, a *groupement d'intérêt économique* with a share capital of 1000, 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 (U.S.) dated May 23, 2001 (the "Security Agreement"), relating to that certain Credit-Bail Agreement (the "Lease") dated as of September 25, 2000 with Amtrak, covering the railroad equipment defined in Schedule A thereto;

(B) Lessor and Lessee have entered into that certain Lease Supplement dated May 17, 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 that certain Lease Supplement dated April 20, 2001, 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 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 thereto shall apply to this Supplement.

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH, that in accordance with the terms of the Security Agreement, Schedule I attached hereto shall replace, in its entirety, the Schedule I attached to the Security Agreement.

RECORDATION NO. 23493-D FILED

JUN 28 '01 12-07 PM

SURFACE TRANSPORTATION BOARD

Supplement

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

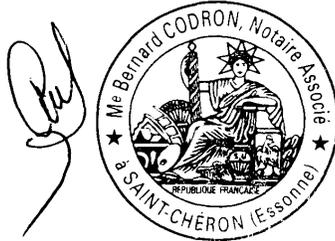
GIE FINLINER SIMOUN, as Lessor

By: *Philippe Moiroud*
Name: Philippe Moiroud
Title: President

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

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

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



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

GIE FINLINER SIMOUN, as Lessor

By: _____
Name: Philippe Moiroud
Title: President

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>
High-Speed Trainset Number 12 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2037 AMTK 2006
One (1) First Class Car	AMTK 3209
One (1) Bistro Car	AMTK 3319
One (1) End Coach Car	AMTK 3410
Three (3) Coach Cars	AMTK 3516 AMTK 3528 AMTK 3538

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.	AMTK 664
High-Speed Trainset Number 12 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2037 AMTK 2006
One (1) First Class Car	AMTK 3209
One (1) Bistro Car	AMTK 3319
One (1) End Coach Car	AMTK 3410
Three (3) Coach Cars	AMTK 3516 AMTK 3528 AMTK 3538