

RECORDATION NO. 23495-D FILED

JAN 28 '01 1:15 PM
TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 27, 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 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 23495-A.

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

Lessor: SNC Fintrack Cierzo
103 avenue des Champs Elysees
Paris France 75008

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 14 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
June 27, 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,



Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 14 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2015 AMTK 2010
One (1) First Class Car	AMTK 3208
Three (3) Coach Cars	AMTK 3525 AMTK 3536 AMTK 3527
One (1) Bistro Car	AMTK 3317
One (1) End Coach Car	AMTK 3418

SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.) (this "Supplement") dated as of June 28, 2001, by and between SNC FINTRACK CIERZO, a *société en nom collectif* with a share capital of 1000, having its registered office (*siège social*) at 103, avenue des Champs Elysées, 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").

WHEREAS:

(A) Lessor and Lessee have entered into that certain Lessor Security Agreement (U.S.) dated May 23rd, 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 June 26, 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 May 11, 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.

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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.

SNC FINTRACK CIERZO, as Lessor

Je soussigné M^e CODRON
Notaire associé à St Chéron, certifié
Véritable la signature Matérielle de
D. L. E. P. A.
apposée ci-dessus.
A St Chéron, le

By: _____

Name:
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By: _____

Name: Dale M. Stein
Title: Treasurer



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.

SNC FINTRACK CIERZO, 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 15 day of June, 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.



Notary Public

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

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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: Jun 28, '01


Robert W. Alvord