

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

July 20, 2001

RECORDATION NO. 23505-G FILED

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

JUL 20 '01 2-44 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sublease Supplement of Railroad Equipment (AMTRAK SUBLEASE NO. 01-AS), dated July 20, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease or Railroad Equipment which was previously filed with the Board under Recordation Number 23505.

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

Lessor: National Railroad Passenger Corporation  
60 Massachusetts Avenue, NE  
Washington, DC 20002

Lessee: EXPRESSTRAK, L.L.C.  
3400 Lafayette Boulevard  
Detroit, Michigan 48207

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

Four (4) refrigerated boxcars: AMTK 74060, AMTK 74068, AMTK 74099 and AMTK 74106.

Mr. Vernon A. Williams  
July 20, 2001  
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A short summary of the document to appear in the index is:

Memorandum of Sublease Supplement of Railroad Equipment (AMTRAK  
SUBLEASE NO. 01-AS).

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 cursive script that reads "Robert W. Alvord".

Robert W. Alvord

RWA/anm  
Enclosures

**CERTIFICATION**

I, Edward M. Luria, attorney licensed to practice in the Commonwealth of Pennsylvania, the District of Columbia and the State of Delaware, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Sublease Supplement of Railroad Equipment (AMTRAK SUBLEASE NO. 01-AS) with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: July 20, 2001

Edward M. Luria  
Edward M. Luria

AMTRAK LEASE (01-AS)

MEMORANDUM OF SUBLEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK SUBLEASE NO. 01-AS) dated July 20, 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. 4 (AMTRAK SUBLEASE NO. 01-AS) dated as of July 20, 2001 ("Supplement No. 4") (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. 4 (AMTRAK LEASE NO. 01-A) dated as of May 15, 2001 ("Lease Supplement No. 4"), covering the Equipment and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS evidence of the Lease and Lease Supplement No. 4 has been recorded with the United States Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code under recordation number 23505;

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. 4 as security for Lessor's obligations under the Lease;

WHEREAS, the Sublease and Supplement No. 4 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.

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SURFACE TRANSPORTATION BOARD

**AMTRAK LEASE (01-AS)**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, the leasehold interest therein of the Lessee and the assignment of Lessor's right under the Sublease to ORIX 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: R. Franklin Unger  
Title: President & CEO

**AMTRAK LEASE (01-AS)**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, the leasehold interest therein of the Lessee and the assignment of Lessor's right under the Sublease to ORIX 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:  \_\_\_\_\_  
Name: R. Franklin Unger  
Title: President & CEO

**AMTRAK LEASE (01-AS)**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, the leasehold interest therein of the Lessee and the assignment of Lessor's right under the Sublease to ORIX 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: R. Franklin Unger  
Title: President & CEO



**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 74106
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74060
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74099
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74068