

RECORDATION NO. 23505-0

SEP 21 2001 11:58 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)

September 21, 2001

OF COUNSEL
URBAN A. LESTER

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 two (2) copies of a Memorandum of Sublease Supplement of Railroad Equipment (AMTRAK SUBLEASE NO. 01-AS), dated September 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously 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, 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:

Three (3) refrigerated boxcars: AMTK 74054, AMTK 74075 and AMTK 74008.

Mr. Vernon A. Williams
September 21, 2001
Page Two

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,



Robert W. Alvord

RWA/anm
Enclosures

AMTRAK LEASE (01-AS)

MEMORANDUM OF SUBLEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK SUBLEASE NO. 01-AS) effective as of September 21, 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. 8 (AMTRAK SUBLEASE NO. 01-AS) dated September 21, 2001 ("Supplement No. 8") (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. 8 (AMTRAK LEASE NO. 01-A) dated as of August 24, 2001 ("Lease Supplement No. 8"), covering the Equipment and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS evidence of the Lease and Lease Supplement No. 8 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. 8 as security for Lessor's obligations under the Lease;

WHEREAS, the Sublease and Supplement No. 8 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

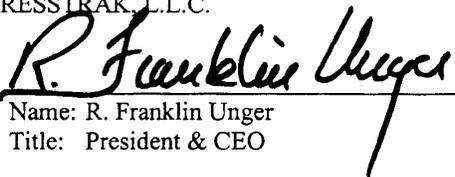
AMTRAK LEASE (01-AS)

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

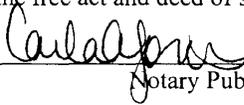
EXPRESSTRAK, L.L.C.

By: 
Name: R. Franklin Unger
Title: President & CEO

AMTRAK LEASE (01-AS)

DISTRICT OF COLUMBIA)
) SS.:
)

On this 19th day of September, 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 he 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

AMTRAK LEASE (01-AS)

**Schedule A to
Memorandum of Sublease**

DESCRIPTION OF UNITS
(AMTRAK SUBLEASE 01-AS)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74054
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74075
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74008

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: 9/21/01



Robert W. Alvord