

RECORDATION NO. 23505-P FILED

OCT 4 '01 10-56 AM  
Ts  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

October 4, 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 two (2) copies of a Memorandum of Lease Supplement of Railroad Equipment (AMTRAK LEASE NO. 01-A), dated as of October 5, 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: ORIX Financial Services Inc.  
500 Town Park Lane Suite 100  
Kennesaw, Georgia 30144

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

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

Eight (8) refrigerated boxcars bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams  
October 4, 2001  
Page Two

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

Memorandum of Lease Supplement of Railroad Equipment  
(AMTRAK LEASE NO. 01-A).

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

**DESCRIPTION OF UNITS**  
**(AMTRAK LEASE 01-A)**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74081
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74083
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74094
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74058
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74038
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74085
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74073
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74031

AMTRAK LEASE (01-A)

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK LEASE NO. 01-A) effective as of October 5, 2001, between ORIX FINANCIAL SERVICES, INC., a New York corporation, (the "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 (the "Lessee"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee 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. 9 (AMTRAK LEASE NO. 01-A) dated October 5, 2001 ("Supplement No. 9") (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, Supplement No. 9 shall be effective as of the Closing Date (as defined in the Lease);

WHEREAS, Lessee entered into that certain Sublease dated as of May 15, 2001 with ExpressTrak, L.L.C., (the "Sublease");

WHEREAS, pursuant to Section 15.2 of the Lease all of Lessee's right, title and interest in the Sublease have been collaterally assigned to Lessor as security for Lessee's obligations under the Lease;

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-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.

ORIX FINANCIAL SERVICES, INC.

By:   
Name: R. Terry Standifer  
Title: Vice President

NATIONAL RAILROAD PASSENGER  
CORPORATION

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

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.

ORIX FINANCIAL SERVICES, INC.

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

NATIONAL RAILROAD PASSENGER  
CORPORATION

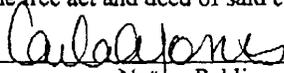
By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer



AMTRAK LEASE (01-A)

DISTRICT OF COLUMBIA )  
                                  ) SS.:  
                                  )

On this 3<sup>rd</sup> day of October, 2001, before me personally appeared Dalc 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-A)**

**Schedule A to  
Memorandum of Lease**

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**(AMTRAK LEASE 01-A)**

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57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74031

**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 Partial Release with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

*10/4/01*



\_\_\_\_\_  
Robert W. Alvord