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

RECORDATION NO. 23505-T FILED
NOV 08 '01 10-82 AM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

November 8, 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 November 9, 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
November 8, 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)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74007
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74050
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74021
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74035
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74027
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74033
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74065
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74071

AMTRAK LEASE (01-A)

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK LEASE NO. 01-A) effective as of November 9, 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. 11 (AMTRAK LEASE NO. 01-A) dated November 9, 2001 ("Supplement No. 11") (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. 11 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.

RECORDATION NO. 23505-T FILED

NOV 08 '01 10-82 AM

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:

Title:


R. Terry Standifer
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:

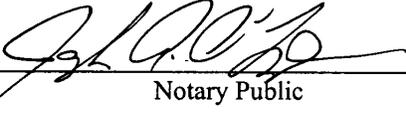
NATIONAL RAILROAD PASSENGER
CORPORATION

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

AMTRAK LEASE (01-A)

STATE OF GEORGIA)
) SS.:
COUNTY OF COBB)

On this 30th day of November, 2001 before me personally appeared R. Terry Standifer, to me personally known, who, by me being duly sworn, says that he/she is Vice President of ORIX FINANCIAL SERVICES, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

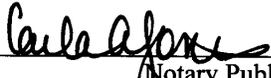
My commission expires:

Notary Public, Cobb County, Georgia
My Commission Expires July 17, 2005.

AMTRAK LEASE (01-A)

DISTRICT OF COLUMBIA)
) SS.:
)

On this 30th day of October, 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-A)

**Schedule A to
Memorandum of Lease**

DESCRIPTION OF UNITS
(AMTRAK LEASE 01-A)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
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57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74065
57' Plate C Mechanical Refrigerated Boxcar RP	AMTK 74071