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ELIAS C. ALVORD (1942)  
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RECORDATION NO. 23250 FILED  
DEC 7 '00 12:31 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

December 6, 2000

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 of Railroad Equipment, dated December 7, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: GIE Finliner Alize  
9, quai de President  
Paul Doumer  
92920 Paris La Defense  
France

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

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

One (1) high speed electric locomotive AMTK 658

Mr. Vernon A. Williams  
December 6, 2000  
Page Two

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

Lease of Railroad Equipment between GIE Finliner Alize , Lessor,  
and National Railroad Passenger Corporation covering one (1) high  
speed electric locomotive AMTK 658.

Also enclosed is a check in the amount of \$26.00 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 black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

DEC 7 '00

12-31 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated December 7, 2000, between GIE FINLINER ALIZE, a groupement d'intérêt économique-GIE, having its registered office (*siège social*) at 9, quai de Président Paul Doumer, 92920 Paris La Défense, France (in such capacity, 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*" or "*Amtrak*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, Lessor and Lessee have entered into that certain Crédit-Bail Agreement dated September 25, 2000 (the "*Lease*") and that certain Lease Supplement dated December 1, 2000 (the "*Supplement*") (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 Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease shall be effective as of the Closing Date and the Supplement shall be effective as of the Delivery Date of the Equipment (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of original counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NOW THEREFORE, in consideration of the foregoing, the parties wish to show forth public record:

1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination by reason of a Lessee default or other Termination Event without regard to the payment by Amtrak of any amounts due and payable under the Lease or any breach by Amtrak of any Relevant Document, all right, title and interest of Lessor in and to the Equipment shall automatically and without any further act or delivery of any document irrevocably transfer to Lessee or to its designee, assignee or transferee, subject to any Liens over the Equipment as may exist at such time and in "as is, where, is" condition and without recourse to or any warranty (express or implied) being given by Lessor, the Manager or any Member other than Lessor's warranty that such title to the Equipment is equivalent to the title that Lessor received pursuant to the Purchase Agreement Assignment and that the Equipment is free from all Lessor's Liens.

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

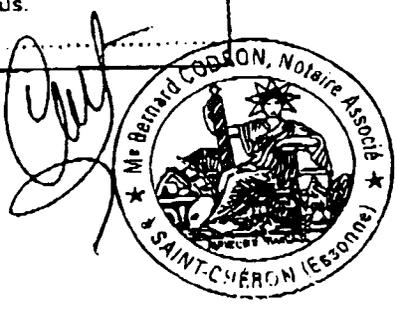
GIE FINLINER ALIZE

By: [Signature]  
Name: Ph. Hoiraud  
Title: attorney in fact  
Address: 9, quai du Président Paul Doumer,  
92920 Paris La Défense, France

NATIONAL RAILROAD PASSENGER CORPORATION

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

Je soussigné M<sup>o</sup> ...C. COZON...  
Notaire associé à St Chéron, certifie  
Véritable la signature Matérielle de  
.....P. HOIRAUD.....  
apposée ci-dessus.  
A St Chéron, le .....

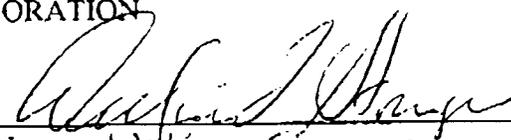


IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GIE FINLINER ALIZE

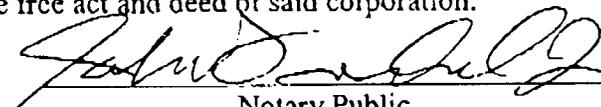
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Address: 9, quai du President Paul Doumer  
92920 Paris La Defense, France

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:   
Name: William Stringer  
Title: Acting Treasurer

DISTRICT OF COLUMBIA     )  
  ) ss.:  
  )

On this 1st day of December, 2000, before me personally appeared William Stringer, to me personally known, who, by me being duly sworn, says that (s)he is the Acting 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires: 2-19-05

**DESCRIPTION OF UNITS**

<b><u>Description</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 658

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

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

*Dec. 7, '00*



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