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OF COUNSEL
URBAN A. LESTER

March 28, 2002

RECORDATION NO. 23918 FILED

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

MAR 28 '02 12-08 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 Lease of Railroad Equipment, dated March 29, 2002, 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 Joran
9, quai du 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:

High-Speed Trainset Number 1 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
March 28, 2002
Page Two

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

Memorandum of Lease of Railroad Equipment

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/anr
Enclosures

Equipment Type

Amtrak
Equipment
Numbers

High-Speed Trainset Number 1
manufactured by Bombardier Corporation
and Alstom Transportation Inc., consisting
of:

Two (2) Power Cars

AMTK 2018
AMTK 2004

One (1) First Class Car

AMTK 3217

Three (3) Coach Cars

AMTK 3505
AMTK 3500
AMTK 3511

One (1) Bistro Car

AMTK 3304

One (1) End Coach Car

AMTK 3405

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated March 29, 2002, between GIE FINLINER JORAN, a groupement d'intérêt économique, having its registered office (*siège social*) at 9, quai du 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 as amended (the "*Lease*"), that certain Lease Supplement dated March 29, 2002 (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 JORAN

By: *M. Morand*

Name: _____

Title: _____

Address: ~~260, boulevard Saint Germain,~~

~~75007 Paris, France~~

8, quai du P. P. Deumer

92920 Paris La Defense

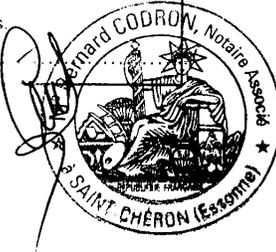
NATIONAL RAILROAD PASSENGER CORPORATION

By: _____

Name: Dale M. Stein

Title: Treasurer

Notaire M^e J.S. CODRON...
Notaire associé à St Chéron, certifié
à l'effet de la signature Matérielle de
M. Morand...
Approuvé ci-dessus



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 JORAN

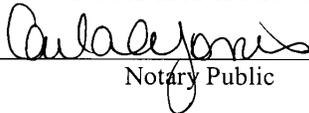
By: _____
Name:
Title:
Address: 260, boulevard Saint Germain,
75007 Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

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

DISTRICT OF COLUMBIA)
) SS.:
)

On this 26 day of March, 2002, 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

Carla A. Jones
Notary Public, District of Columbia
My Commission Expires 04-30-2006

My Commission Expires: _____

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 1 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2018 AMTK 2004
One (1) First Class Car	AMTK 3217
Three (3) Coach Cars	AMTK 3505 AMTK 3500 AMTK 3511
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