

**ADDENDUM TO THE TRAIN'SHARE PURCHASE AGREEMENT
MAINTENANCE FEE(S) PAID IN RETURN FOR REFERRALS
("Addendum")**

The provisions of this Addendum refer to payment of Annual Maintenance Fees as required by provisions of the Train'Share Purchase Agreement by and Between America's Trains, Inc. ("Developer") and the Train'Share Buyer or Buyers ("Buyer") named below, although specific reference to this Addendum is not made in the Agreement.

1. Developer is looking for qualified persons and entities ("Interested Party(ies)") that may have a genuine interest in Train'Shares, Fractional Interest ownership of Private Cars and/or individual Journey by Rail vacations.
2. Buyer shall provide names and related contact information of Interested Parties. Developer will contact them in a respectful and non intrusive manner.
3. Based on a specific dollar amount for each Interested Party provided by Buyer and pursuant to the terms and conditions in this Addendum, the Developer hereby gives Buyer the following credit ("Fee Payment Credit") which shall be used towards payment of the next (following the date of this Addendum) Maintenance Fee payable by Buyer for Buyer's Train'Share.

Number of Interested Parties _____ times \$100.00 each = Fee Payment Credit of \$ _____

4. Developer, by the undersigned Developer Agent, acknowledges that Buyer has delivered the names and a reliable method of contacting the number of Interested Parties described above, including a primary telephone number ("Information").

5. Although the Developer expects them to have a genuine interest in the Developer's rail vacation products, if one or more of the Interested Parties has no interest it shall have no affect on and the amount of the Fee Payment Credit shall not be changed. Buyer's only obligation is to in good faith provide the names of Interested Parties as provided for above.

IN WITNESS WHEREOF, this Addendum is executed on the _____ day of _____ 201____.

BUYER(S):

Name: _____ Name: _____

Signature: _____ Signature: _____

DEVELOPER AGENT:

Name: _____ Telephone number: _____

Signature: _____ Email address: _____