



CHOO CHOO CHAT

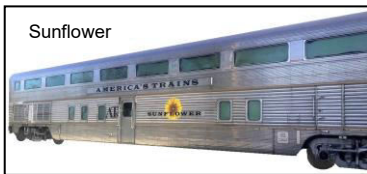
America's Trains - Newsletter 2

Welcome to America's Trains Inc, the only operator of scheduled luxury train vacations in the USA. This second Newsletter provides an overview of our unique, distinctive, one of a kind Journey by Rail service. Please contact us for details and let us know if you want to subscribe to subsequent Choo Choo Chat newsletters.

RAIL CAR AND JOURNEY BY RAIL CHARACTERISTICS

Older passenger rail cars are restored to equal the world's best. Original features are integrated with modern systems and amenities that enhance facilities, passenger enjoyment and ease of maintenance. Well maintained passenger railroad cars over 70 years old are still operational.

After improvements, unrivalled single level, bi level and dome cars (with a partial upper level) provide luxury accommodations, dining, lounges and crew quarters for unique all-inclusive Journey by Rail vacations.



Sleeper cars in the USA previously had up to 14 smaller sleeping areas, typically without private bathrooms. America's Trains' sleeper cars have five or six Master Suite or other bedroom categories, each having a complete private bathroom with showers (which are typically shared on Amtrak and other cars). In addition to dining and lounge amenities, other types of cars may also have bedrooms, up to four on single and six on bi level cars.

Grande Suite bedrooms are the width of a car with king beds. Deluxe Master Suites and deluxe double bedrooms have queen beds. Classic double bedrooms have a lower double and upper twin bed.

Up to five cars travel together on scheduled itineraries as a train set. Self sufficient cars can travel with a train set, or alone on routes selected by passengers.

Personalized on board passenger care includes 24 hour room service, a choice of preferred menus, all types of beverages, on board activities, exquisite comfort and other features that enhance vacation experiences. There are endless things to do during layovers at en-route destinations where passengers live on board cars.



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REPAIRS AND IMPROVEMENTS

Cars are rebuilt to exceed Amtrak specifications. Mechanical components are inspected, dismantled, replaced and repaired. When work is completed, cars are certified by Amtrak inspectors. Interior remodeling is done while mechanical work is under way. Electrical generators are installed for use if needed while cars park at layovers; electricity comes from locomotives while traveling. It takes up to several months to finish improvements based on a car's condition when acquired.



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TRAINS

Up to five cars travel together with Amtrak, regional or freight railroads or are pulled by a private exclusive engine.

Self sufficient cars can travel with other cars on scheduled routes or alone.

ROUTES AND ITINERARIES

Initial indoctrination Journeys by Rail will be followed by a growing number of Journeys on itineraries throughout the USA and into Canada. They will include routes from Washington, DC, to various destinations between Montreal and Miami, west coast Journeys that visit locations from Vancouver to San Diego, scenic mountain route Journeys between Chicago and other destinations, southern and mid American Journeys, and other long and regional itineraries.

Cars will be added based on demand.

Growth within Canada and a Mexican Copper Canyon Journey will occur at such time as arrangements are finalized.

Itineraries will vary by seasons, for recreational reasons, and to otherwise enhance passenger enjoyment.

LAYOVERS

Amtrak's mission is to quickly move people from one station to another with no lengthy stopover. Amtrak passengers must leave the train and move to a hotel to visit off car places of interest.

America's Trains' cars are dropped off and park at en-route destinations. Passengers live on board with lots of time to enjoy attractions, activities and things to do during layovers.

After a layover stay, cars are picked up by a different Amtrak or other train to travel onward to another interesting en-route destination.

LAYOVER ACTIVITIES

En-route layovers are for prolonged periods giving passengers time to enjoy preferred activities that are scheduled in

advance, determined on a train while



traveling, or selected on an impromptu basis after arrival at destinations.

There is an endless variety of things to do including recreational activities,



exciting adventures, tranquil pleasures, visits to a wide variety of attractions, and otherwise; as part of a group or alone.



Specific Journeys by Rail feature ski, golf and other activities, or travel to and visit special events like the Mardi Gras in New Orleans, the Super Bowl, major horse races, and others.

VACATION VARIABLES

Consecutive Journeys by Rail on different connecting routes can extend a vacation for multiple weeks.

Passengers can enjoy special pre and post Journey hotel and resort vacations before the start of and after a Journey.

Groups and private car passengers can select their own itineraries.

INSTEAD OF AN INDIVIDUAL JOURNEY, SHARED OWNERSHIP

As an alternative to an individual Journey by Rail, a Train'Share (timeshare) on a train set or fractional interest ownership of a single self sufficient car may be available. Both include the most attractive and eliminate the undesirable aspects of vacation ownership while providing frequent Journeys at a greatly reduced cost.

Train'Shares give owners the right to enjoy annual or more frequent train set Journeys of their choice. Fractional interest owners have an ownership interest in and exclusive continuing use of a full service car during selected or other available time periods.

TRAIN'SHARE SALE / RENTAL

Train'Shares retain a strong residual resale value. Owners have an option to sell them back to America's Trains.

Journeys can be gainfully rented by owners, directly or through an agent.

SHARED OWNERSHIP OPTIONS

Train'Share and fractional interest owners can travel at their designated or other available time periods on a choice of itineraries that provide never ending, different, memorable vacations.

Unlike fixed location timeshare and vacation resorts, Journey by Rail routes change to avoid unfavorable weather and to visit special events.

In addition to different and varying Journey itineraries, Train'Share owners can exchange Journeys for a selection of the finest worldwide resort vacations.

REASONABLE FEES

Train'Share and fractional interest owners pay an annual Journey use fee that covers specific owner Association, car management, and Journey by Rail operating expenses including meals, all kinds of beverages, 24 hour on-board service, locomotives and related car and passenger care costs.

If owners don't use a specific annual Journey they don't pay the fees. In this event the fees are paid by an exchange company user, renter, or the Association if owners give a Journey by Rail to the Association, which might sell it as a Journey vacation to recover the cost.

America's Trains guarantees that no unexpected fee increases will occur. If they do, America's Trains pays them.

Annual fee cost are about 35% of the price for an individual Journey by Rail.

EXTRAORDINARY VALUE AND ENJOYMENT

Individual (single), Train'Share or fractional interest Journey by Rail passengers enjoy a selection of unsurpassed vacations.

- Prestigious but unpretentious
- Different routes and destinations
- Unlimited things to do and see
- Pre arranged en-route activities
- Avoid air travel and driving
- Wonderful dining
- Complimentary beverages
- Finest train accommodations
- Exceptional personalized service
- Exquisite, exclusive luxury
- A single all-inclusive cost
- 24 hour room service
- New and lasting friendships

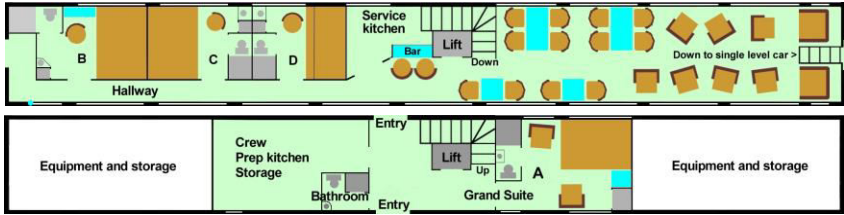


- No crowds
- Gratuities are not necessary
- Easy boarding and sufficient storage
- Safe and secure
- Other unique, enjoyable benefits

THE WORLD'S FINEST PASSENGER TRAIN CARS

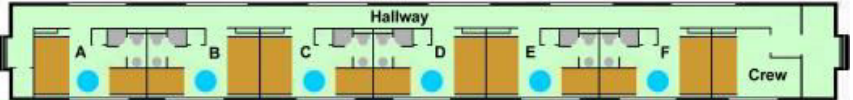
Car interiors are handcrafted with a similar theme that is accentuated by varying decors in each car. Examples of some passenger car layouts are described below.

'Sunflower' and other bi (two) level cars



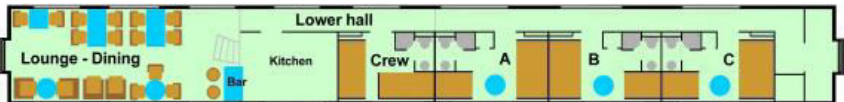
From four to six bedrooms including Grande Suites that are the full width of a car with a king size bed, and other bedroom categories, all having full baths with showers, dining and/or lounges, and crew accommodations. Full service bi level cars can provide support for accompanying cars.

'Violet' and other sleeping cars

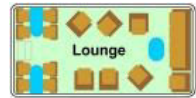


Six Master Suite bedrooms with queen beds, all having full baths with showers, and crew accommodations.

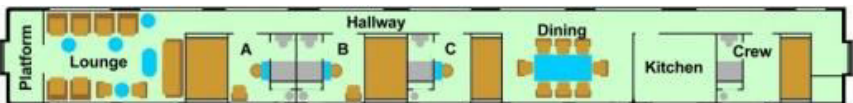
'Rose' and other full service dome Cars



Three Master Suite bedrooms, all having full baths with showers, dining and/or lounges, and crew quarters. Dome cars can provide support for accompanying cars.



'Yucca' and other self sufficient single level cars



Two or three Master Suites or deluxe double bedrooms with queen beds, most having full baths with showers, a private kitchen, dining room, lounge and crew quarters. Some have an outside platform. Cars can travel by themselves or with a Train Set.

Cars may be replaced by alternative cars with similar or better characteristics and/or floor plans to enhance passenger enjoyment, and as required by railroad or route operating limitations, car maintenance and availability, special activity requirements, and otherwise. Some car images in present descriptive materials may be examples that might depict inferior characteristics compared to America's Trains' Cars.