



RAIL 'CAR' CHARACTERISTICS

Operational passenger rail Cars can be over 70 years old. Interiors have changed over time, from elegant vintage to stylish art-deco.

When acquired, America's Trains' Cars are restored to be 'like new'. Complete rejuvenation retains and recreates their original characteristics. Integrated new, elegant designs are utilized to further enhance Car features and ambience.



Sleeper cars in the USA have previously had up

to 14 smaller sleeping areas. Now, America's Trains' Cars have six

Master Suite bedrooms each with a complete private bathroom, including a shower (shared on other cars).



Convertible or fixed queen beds provide nighttime comfort for two. Most bedrooms include a plush sofa chair that can be converted to a second bed providing comfortable sleeping for up to three passengers. Many rooms convert into daytime sitting parlors.

Multiple Cars travel together as a 'Train Set'. They provide a combination of luxurious sleeping, dining and lounge areas.

Personalized on board passenger benefits include 24 hour room service, a choice of preferred menus, complimentary beverages, on board activities, exceptional service, and many small features like a selection of bedroom pillows and linens.

CAR IMPROVEMENTS

America's Trains' passenger rail Cars are improved to comply with Amtrak mechanical and technical specifications before they enter service.

Newly acquired Cars normally require some repairs that are made at the place of delivery to allow them to be moved to the Texas shop as part of a freight train.

Underbody mechanical components are dismantled and inspected, replaced and repaired. When work is completed Cars are certified by Amtrak inspectors.

While underbody repairs are under way, improvements to the upper body and passenger areas are carried out.

It normally takes from three to six months to repair and refurbish a Car.

JOURNEYS

Journeys by Rail are luxurious eight day seven night vacations with prolonged stopovers at en-route destinations.

All-inclusive service provides finest dining, beverages of all kinds, optimum personal service, remarkable scenery, no crowds, many optional things to do at destinations and the pleasure of traveling with a small elite group of new friends.

An incomparable Journey by Rail can be enjoyed as a single vacation, or frequent Journeys are available to Train'Share and Fractional Interest owners.

TRAINS

Several Train Sets that travel with Amtrak or other railroads include the American Traveler, Explorer, Voyager, Trekker and Adventurer.

Elegant self sufficient Private Cars travel as part of Train Sets or alone.

ROUTES AND ITINERARIES

Initial Train Sets operate on routes in the States of Texas, California, Florida, and New York, to be followed by Journeys out of primary stations at: Washington DC, with east coast routes north to Canada and south to Florida; Chicago, on routes traveling to and from Seattle, Los Angeles and San Francisco; San Diego, northward to Seattle and Vancouver; and, San Antonio on Southern routes including Gulf Coast Journeys to Florida at such time as Amtrak restarts service or other track use rights are available.

Journey itineraries feature unexcelled scenery, en-route destination stopovers, and the camaraderie of a small number of fortunate passengers in the comfort of luxurious rail Cars.

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

EN-ROUTE DESTINATIONS

In the USA, Amtrak's purpose is to quickly get from one station to another. Passengers have to leave the train and stay at a hotel to visit en-route places of interest; unlike America's Trains' Cars that detach from Amtrak trains at selected destinations where passengers have lots of time to enjoy a choice of various activities, attractions and things to do while they live on board their exclusive private train.

After an appropriate stay, Cars are picked up by another Amtrak train and passengers travel in their luxurious resort on tracks to other preferred,

interesting en-route destinations.

Cars may also be moved by a freight railroad or an America's Trains' private locomotive to desirable out of the way destinations.

DESTINATION ACTIVITIES

En-route stopovers are for prolonged periods giving passengers time to enjoy preferred activities that are scheduled in advance, determined on a train while traveling, or selected after arrival at destinations.

There is an endless variety of things



to do; from exciting adventures to self indulgent pampering, and more.



Specific Journeys by Rail will 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 lengthen their travel beyond eight days by enjoying special pre and post Journey hotel and resort vacations that are available before the start of and at the end of Journeys.

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 Set Train'Share (timeshare) or Private Car Fractional Interest ownership can be acquired; they include the most attractive and eliminate the undesirable aspects of vacation ownership while providing wonderful frequent Journeys at a greatly reduced cost.

Train'Share and Fractional Interest Owners can enjoy one or more Journeys each year on a Train Set or Private Car during a selected or any available time period.

Fractional Interest Owners have a percentage ownership interest in a Private Car, along with preferred depreciation and the right to select their own itineraries.

TRAIN'SHARE SALE / RENTAL

Train'Shares retain a strong residual resale value; and, Owners can have an option to sell them back to America's Trains. Journeys can be gainfully rented by Owners or through selected agents.

VACATION OPTIONS

Train'Share and Fractional Interest Owners can travel at their designated or other available time periods on a choice of itineraries; a never ending choice of different, exciting 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 fine worldwide resort vacations.

REASONABLE FEES

Train'Share and Fractional Interest Owners pay an annual Maintenance Fee that covers fixed and reoccurring Car operating and management expenses. Persons that use a Journey by Rail pay an All-Inclusive Fee to cover variable expenses that include dining, beverage, 24 hour on-board service, locomotive and additional rail Car movement costs.

Owners don't have to pay the Fees if they don't use a Journey. In this event Fees are paid by an inbound exchange company member, renter, other user, or by the Association at the option/request of an Owner. The Association recovers any costs by selling individual Journeys through a selected travel agent.

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

EXTRAORDINARY VALUE AND ENJOYMENT

Individual, Train'Share or Fractional Interest Journey by Rail passengers enjoy a selection of unsurpassed vacations.

- Unpretentious, very prestigious
- 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
- 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



America's Trains' passenger Cars include a growing number of the world's finest sleeping, lounge, bar, dining, activity and self sufficient private rail Cars.

Examples of Car layouts are described below.

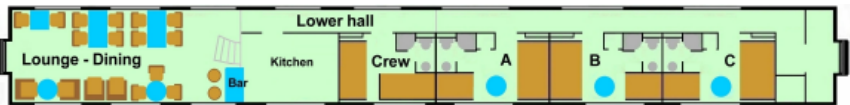


'Bluebonnet', 'Hibiscus', 'Magnolia', 'Violet' and other sleeping Cars

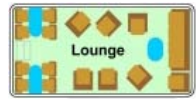


Six Master Suite bedrooms have full baths with showers, one convertible queen, a convertible twin bed, and crew quarters. Most bedrooms can become private daytime sitting rooms.

'Rose', 'Peony' and other full service dome Cars



Three Master Suite bedrooms, crew quarters, kitchen, lower level dining/lounge/bar and upper level dining/lounge. When required, some bedrooms may be utilized as crew quarters. Dome Cars can provide support for accompanying Cars.

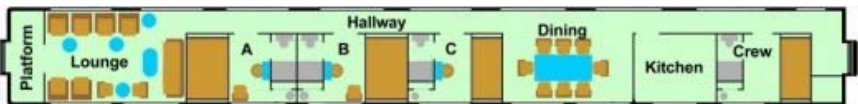


'Carnation' and other dining, lounge, sleeping Cars



Two Master Suite bedrooms, crew quarters, kitchen, dining room/lounge/bar.

'Yucca', and other typical self sufficient Private Cars



Two or three master suites or deluxe double bedrooms, kitchen, dining room, lounge and crew quarters; most with an outside platform. Private 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 may be examples, until additional improvements make them more photogenic.