

**SHELF REGISTRATION STATEMENT**  
*(Secondary Distribution)*

To: The Director General of  
Kanto Local Finance Bureau

Filed on July 27, 2010

The Name of Issuer: EUROFIMA  
European Company for the Financing of Railroad  
Rolling Stock

Name and Title of Representative: Martin Fleischer  
(Senior Vice President)  
Michele Montefiori  
(Vice President)

Name of Attorney-in-fact: Ken Takahashi  
(Attorney-at-law)

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Baker & McKenzie GJB  
(Gaikokuho Joint Enterprise)  
The Prudential Tower  
13-10, Nagatacho 2-chome, Chiyoda-ku, Tokyo

Telephone Number: Tokyo (03)5157-2700

Administrative Personnel to Contact: Ken Takahashi  
(Attorney-at-law)

Address: Tokyo Aoyama Aoki Koma Law Office  
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Telephone Number: Tokyo (03)5157-2700

Offerings for Subscription or Offering for Sale subject to Shelf Registration:

Offering for sale of bonds.

The scheduled period during which securities may be issued:

To August 3, 2012 on which expires the period of two years from August 4, 2010, being the scheduled date on which the issue registration becomes effective by this Shelf Registration Statement (the "SRS")

The scheduled aggregate amount of issues or maximum of the outstanding amount of the shelf registration:

The scheduled aggregate amount of issues: ¥ 200,000,000,000.-

Place at which copies of this SRS are made available for public inspection:

Not applicable.

## **PART I. INFORMATION PERTAINING TO SECURITIES**

1. Terms and Conditions of Offering for Subscription:

Not applicable.

2. Terms and Conditions of Offering for Sale:

Any matters other than set forth below shall be described in an Amendment to Shelf Registration Statement or a Supplemental Document to Shelf Registration from time to time when the relevant bonds are offered for sale.

(1) Terms and Conditions of Offering for Sale

Undecided (to be decided at each offerings for sale).

(2) Method of Payment of Interest

Undecided (to be decided at each offerings for sale).

(3) Method of Redemption

Undecided (to be decided at each offerings for sale).

(4) Places of Payment of Principal and Interest

Undecided (to be decided at each offerings for sale).

(5) Matters Relating to Security or Guarantee

Undecided (to be decided at each offerings for sale).

(6) Duties of Commissioned Company for Bondholders

Undecided (to be decided at each offerings for sale).

(7) Matters Relating to Bondholders' Meeting

Undecided (to be decided at each offerings for sale).

(8) Taxation Treatment

Undecided (to be decided at each offerings for sale).

(9) Governing Law and Courts Having Jurisdiction

Undecided (to be decided at each offerings for sale).

(10) Method of Public Notice

Undecided (to be decided at each offerings for sale).

(11) Other Matters

Undecided (to be decided at each offerings for sale)

3. Purpose of Fund Raising and Use of Proceeds:

Not applicable.

4. Legal Opinion:

A legal opinion has been provided by Patrick Hünerwadel, Lenz & Staehelin, a legal counsel for EUROFIMA European Company for the Financing of Railroad Rolling Stock ("EUROFIMA") in Switzerland to the effect that:

1. the Power of Attorney has been duly executed by Messrs. Martin Fleischer and Michele Montefiori on behalf of EUROFIMA; and
2. the Shelf Registration Statements and the filing thereof with the Director General of Kanto Local Finance Bureau of Japan has been duly and lawfully authorized by EUROFIMA and will not violate any Swiss laws, treaty or regulations applicable to EUROFIMA.

5. Other Description:

Not applicable.

## **PART II. INFORMATION BY REFERENCE**

### 1. Documents by Reference:

For the matters, including the outline of the Issuer, etc., mentioned in Article 5, Paragraph 1, Item 2 of the Law, as applied *mutatis mutandis* under Article 27 of the Law, please refer to the following documents:

#### (1) Securities Report and attachments thereto

For the fiscal year from January 1, 2009 to December 31, 2009.  
(Filed with the Director General of Kanto Local Finance Bureau on June 30, 2010.)

#### (2) Semi-Annual Report

Not applicable.

#### (3) Extraordinary Report

Not applicable.

#### (4) Amendment Report

Not applicable.

### 2. Place at Which Copies of the Above Referenced Documents Are Made Available for Public Inspection:

None.