

SHELF REGISTRATION STATEMENT
(Primary Offering)

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

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Telephone Number: Tokyo (03)5157-2700

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

Offering for Subscription 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:

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 subscription.

(1) The Issuer

EUROFIMA European Company for the Financing of Railroad Rolling Stock ("EUROFIMA") was established on November 20, 1956 based on an international treaty (the "Convention") between sovereign States. It is governed by the Convention signed by its member States, its articles of association ("Statutes") and in a subsidiary manner by the law of the country in which it is located.

As per its Convention, Statutes and the Basic Agreement between the railways and EUROFIMA, EUROFIMA borrows funds to finance railway equipment of its shareholders or other railway bodies.

In accordance with the provision of the Statutes, the General Assembly of EUROFIMA determines the maximum amount of bonds and loans to be contracted during each calendar year.

(2) Terms and Conditions of Offering for Subscription

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

(3) Method of Payment of Interest

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

(4) Method of Redemption

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

(5) Places of Payment of Principal and Interest

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

(6) Matters Relating to Security or Guarantee

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

(7) Duties of Commissioned Company for Bondholders

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

(8) Matters Relating to Bondholders' Meeting

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

(9) Taxation Treatment

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

(10) Governing Law and Courts Having Jurisdiction

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

(11) Method of Public Notice

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

(12) Other Matters

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

2. Terms and Conditions of Offering for Sale:

Not applicable.

3. Purpose of Fund Raising and Use of Proceeds:

The net proceeds from the issue of bonds will be used for financing railway equipment of the Issuer's shareholders and other railway bodies.

4. Legal Opinion:

A legal opinion has been provided by Patrick Hünerwadel, Lenz & Staehelin, a legal counsel for 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.