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August 13, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease and Lease Supplement, dated as of August 13, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 31073.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/

Lessor:

Wells Fargo Bank Northwest, National
Association
79 South Main Street
Salt Lake City, UT 84111

Lessee:

National Railroad Passenger Corporation
10 G Street, NE
Washington, DC 20002

A description of the equipment covered by the enclosed document is:

1 Siemens ACS-64 electric locomotive ADDED: AMTK 646.

Section Chief
August 13, 2015
Page 2

A short summary of the document to appear in the index is:

Memorandum of Lease and Lease Supplement.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE AND LEASE SUPPLEMENT

THIS MEMORANDUM OF LEASE AND LEASE SUPPLEMENT (the "**Memorandum**") is made and entered into as of August 13, 2015, by and between Wells Fargo Bank Northwest, National Association, as Owner Trustee of the Amtrak Equipment Trust 2011 ("**Lessor**"), and National Railroad Passenger Corporation, a corporation existing under the laws of the District of Columbia ("**Lessee**").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "**Lease**"), dated as of June 21, 2011, whereby Lessor has agreed to lease to Lessee certain locomotives and other equipment. Lessor has agreed to lease to Lessee specific locomotives pursuant to Lease Supplement No. 47 to the Lease dated as of the date hereof (the "**Lease Supplement**"), which are described more particularly on Exhibit A attached hereto, and subject to the terms, conditions and provisions of the above-mentioned Lease and Lease Supplement.

STATE OF Utah

COUNTY OF Salt Lake

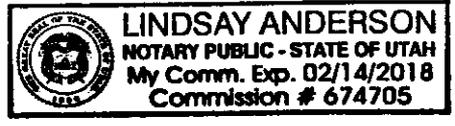
I, Lindsay Anderson, a Notary Public of the County and State aforesaid, certify that Michael Archault personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease and Lease Supplement.

WITNESS my hand and official stamp or seal, this 10 day of August, 2015.

Lindsay Anderson
Notary Public

Commission Expires:

February 14, 2018



(Seal)

LESSEE:

NATIONAL RAILROAD PASSENGER
CORPORATION

By:  _____

Name: Michael P. McGee

Title: Treasurer

DISTRICT OF COLUMBIA

I, Catrina A. Peterson, a Notary Public of the County and State aforesaid, certify that Michael P. McGee personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease and Lease Supplement.

WITNESS my hand and official stamp or seal, this 11 day of Aug, 2015.

Catrina A. Peterson
Notary Public

Commission Expires:

**My Commission Expires
September 30, 2018**

(Seal)

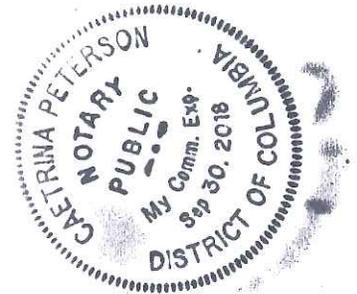


EXHIBIT A
to
MEMORANDUM OF LEASE AND LEASE SUPPLEMENT

I. DESCRIPTION OF EQUIPMENT ADDED PURSUANT TO LEASE SUPPLEMENT

<u>EQUIPMENT TYPE</u>	<u>MANUFACTURER'S SERIAL NUMBER(S)</u>	<u>AMTRAK EQUIPMENT NUMBER(S)</u>
One (1) Siemens Industry Inc. Model ACS-64 Electric Locomotive	AMT043	AMTK 646

II. RESTATED DESCRIPTION OF ALL EQUIPMENT SUBJECT TO THE LEASE

Forty-seven (47) Siemens Industry Inc. Model ACS-64 Electric Locomotives:

<u>MANUFACTURER'S SERIAL NUMBER(S)</u>	<u>AMTRAK EQUIPMENT NUMBER(S)</u>
21814	AMTK 600
21813	AMTK 601
21815	AMTK 602
21816	AMTK 603
21817	AMTK 604
21818	AMTK 605
21819	AMTK 606
21820	AMTK 607
21821	AMTK 608
21822	AMTK 609
AMT001	AMTK 610
AMT002	AMTK 611
AMT003	AMTK 612
AMT004	AMTK 613
AMT005	AMTK 614
AMT006	AMTK 615

AMT007	AMTK 616
AMT008	AMTK 617
AMT009	AMTK 618
AMT010	AMTK 619
AMT011	AMTK 620
AMT012	AMTK 621
AMT013	AMTK 622
AMT014	AMTK 623
AMT015	AMTK 624
AMT016	AMTK 625
AMT017	AMTK 626
AMT018	AMTK 627
AMT019	AMTK 628
AMT021	AMTK 629
AMT020	AMTK 630
AMT022	AMTK 631
AMT023	AMTK 632
AMT025	AMTK 633
AMT024	AMTK 634
AMT029	AMTK 635
AMT031	AMTK 636
AMT032	AMTK 637
AMT034	AMTK 638
AMT035	AMTK 639
AMT038	AMTK 640
AMT037	AMTK 641
AMT040	AMTK 642
AMT041	AMTK 643
AMT042	AMTK 644
AMT039	AMTK 645
AMT043	AMTK 646

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 13, 2015



Claire E. Murphy