RECORDATION NO. 31073-K FILED
JULY 29 , 2014 12:10 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 29, 2014

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

Dear 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 July 28, 2014, 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 railroad equipment covered by the enclosed document is:

1 Siemens ACS-64 electric locomotive ADDED: AMTK 612.

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 $44.00 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,

Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND LEASE SUPPLEMENT

THIS MEMORANDUM OF LEASE AND LEASE SUPPLEMENT (the "**Memorandum**") is made and entered into as of July 28, 2014, 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. 12 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.

IN WITNESS WHEREOF, the parties hereby have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Owner Trustee

By: _____

Name: Joseph H. Pugsley
Assistant Vice President

Title: _____

STATE OF Utah

COUNTY OF Salt Lake

I, Cynthia Scanlon, a Notary Public of the County and State aforesaid, certify that Joseph H. Pugsley 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 ___ day of _____, 2014.

Notary Public

Commission Expires:

04/20/2019

CYNTHIA SCANLON
NOTARY PUBLIC • STATE of UTAH
COMMISSION NO. 676349
COMM. EXP. 04/20/2018

(Seal)

LESSEE:

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____

Name: Michael P. McGee

Title: Treasurer

DISTRICT OF COLUMBIA

I, Caetrina 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 29 day of July, 2014.

Caetrina A. Peterson
Notary Public

Commission Expires:

My Commission Expires
September 30, 2018

(Seal)

CAETRINA PETERSON
NOTARY PUBLIC
My Comm. Exp. Sep 30, 2018
DISTRICT OF COLUMBIA

EXHIBIT A
to
MEMORANDUM OF LEASE AND LEASE SUPPLEMENT

I. DESCRIPTION OF EQUIPMENT ADDED PURSUANT TO LEASE SUPPLEMENT

EQUIPMENT TYPE	MANUFACTURER'S SERIAL NUMBER(S)	AMTRAK EQUIPMENT NUMBER(S)
One (1) Siemens Industry Inc. Model ACS-64 Electric Locomotive	612	AMTK 612

II. RESTATED DESCRIPTION OF ALL EQUIPMENT SUBJECT TO THE LEASE

EQUIPMENT TYPE	MANUFACTURER'S SERIAL NUMBERS	AMTRAK EQUIPMENT NUMBERS
Twelve (12) Siemens Industry Inc. Model ACS-64 Electric Locomotives	600 through 609, inclusive; 611 and 612	AMTK 600 through AMTK 609, inclusive; AMTK 611 and AMTK 612

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: July 29, 2014

Edward M Luria

Edward M. Luria