RECORDATION NO. 31073-AAA FILED
October 23, 2015 5:15 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

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

October 23, 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 October 23, 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 653.

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,

Claire E. Murphy

CEM
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 October 23, 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**").

W I T N E S S E T H:

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. 54 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: Lane Molen

Title: Assistant Vice President

STATE OF Utah

COUNTY OF Salt Lake

I, Priya Chettier, a Notary Public of the County and State aforesaid, certify that Lane Molen 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 21st day of October, 2015.

Notary Public

Commission Expires:

07/31/2017

PRIYA CHETTIER
NOTARY PUBLIC - STATE OF UTAH
My Comm. Exp. 07/31/2017
Commission # 669111

(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 22 day of October, 2015.

Catrina A. Peterson
Notary Public

Commission Expires:
My Commission Expires
September 30, 2018

(Seal)

CATRINA 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	AMT050	AMTK 653

II. RESTATED DESCRIPTION OF ALL EQUIPMENT SUBJECT TO THE LEASE

Fifty-four (54) Siemens Industry Inc. Model ACS-64 Electric Locomotives:

MANUFACTURER'S SERIAL NUMBER(S)	AMTRAK EQUIPMENT NUMBER(S)
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
AMT044	AMTK 647
AMT045	AMTK 648
AMT030	AMTK 649
AMT046	AMTK 650
AMT047	AMTK 651
AMT051	AMTK 654
AMT050	AMTK 653

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and 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: October 23, 2015

Claire E. Murphy