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May 7, 2015

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 as of May 7, 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 railroad equipment covered by the enclosed document is:

1 Siemens ACS-64 electric locomotive ADDED: AMTK 638.

Chief  
Section of Administration  
May 7, 2015  
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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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE AND LEASE SUPPLEMENT**

THIS MEMORANDUM OF LEASE AND LEASE SUPPLEMENT (the "**Memorandum**") is made and entered into as of May 7, 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. 38 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

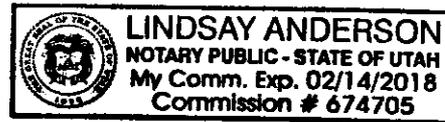
I, Lindsay Anderson, a Notary Public of the County and State aforesaid, certify that Michael Arsenault personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease and Lease Supplement.

WITNESS my hand and official stamp or seal, this 4 day of May, 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, Caetina 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 5 day of May, 2015.

Caetina 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	638	AMTK 638

**II. RESTATED DESCRIPTION OF ALL EQUIPMENT SUBJECT TO THE LEASE**

<u>EQUIPMENT TYPE</u>	<u>MANUFACTURER'S SERIAL NUMBERS</u>	<u>AMTRAK EQUIPMENT NUMBERS</u>
Thirty-eight (38) Siemens Industry Inc. Model ACS-64 Electric Locomotives	600 through 631, inclusive; and 633 through 638, inclusive	AMTK 600 through AMTK 631, inclusive; and AMTK 633 through AMTK 638, inclusive

**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: May 7, 2015

*Edward M. Luria*

Edward M. Luria