RECORDATION NO. 31073-PPP FILED
June 16, 2016 05:15 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)

June 16, 2016

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 June 16, 2016, 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<br>79 South Main Street<br>Salt Lake City, UT 84111 |
| Lessee: | National Railroad Passenger Corporation<br>10 G Street, NE<br>Washington, DC 20002 |

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

1 Siemens ACS-64 electric locomotive ADDED: AMTK 669.

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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# MEMORANDUM OF LEASE AND LEASE SUPPLEMENT

THIS MEMORANDUM OF LEASE AND LEASE SUPPLEMENT (the "**Memorandum**") is made and entered into as of June 16, 2016, 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. 69 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: 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 14th day of June, 2016.

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, Cartina 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 15 day of June, 2016.

Cartina A. Peterson
Notary Public

Commission Expires:

My Commission Expires
September 30, 2018

(Seal)

CARTRINA 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 | AMT033 | AMTK 669 |

II. RESTATED DESCRIPTION OF ALL EQUIPMENT SUBJECT TO THE LEASE

Sixty-nine (69) 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 |
| AMT049 | AMTK 652 |
| AMT052 | AMTK 655 |
| AMT048 | AMTK 656 |
| AMT055 | AMTK 657 |
| AMT056 | AMTK 658 |
| AMT028 | AMTK 659 |
| AMT058 | AMTK 660 |
| AMT036 | AMTK 661 |

| | |
|---|---|
| AMT053 | AMTK 662 |
| AMT054 | AMTK 663 |
| AMT059 | AMTK 665 |
| AMT027 | AMTK 664 |
| AMT026 | AMTK 667 |
| AMT060 | AMTK 668 |
| AMT033 | AMTK 669 |

## 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: June 16, 2016

Claire E. Murphy