RECORDATION NO. 31073-MM FILED
JUNE 11, 2015 03:15 PM
SURFACE TRANSPORTATION BOARD

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

June 11, 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 June 11, 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 640.

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 June 11, 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. 40 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: Michael Arsenault
Vice President

Title: _____

STATE OF Utah

COUNTY OF Salt Lake

I, Lindsay Anderson, a Notary Public of the County and State aforesaid, certify that Michael Arcenault 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 June, 2015.

Lindsay Anderson
Notary Public

Commission Expires:

February 14, 2018

LINDSAY ANDERSON
NOTARY PUBLIC - STATE OF UTAH
My Comm. Exp. 02/14/2018
Commission # 674705

(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 June, 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	640	AMTK 640

II. RESTATED DESCRIPTION OF ALL EQUIPMENT SUBJECT TO THE LEASE

EQUIPMENT TYPE	MANUFACTURER'S SERIAL NUMBERS	AMTRAK EQUIPMENT NUMBERS
Forty (40) Siemens Industry Inc. Model ACS-64 Electric Locomotives	600 through 631, inclusive; and 633 through 640, inclusive	AMTK 600 through AMTK 631, inclusive; and AMTK 633 through AMTK 640, inclusive

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: June 11, 2015

Claire E. Murphy