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

June 23, 2014

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 Mortgage and Security Agreement and Mortgage Supplement No. 1, dated as of June 23, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Mortgagee:	PNC Equipment Finance, LLC One PNC Plaza, 10th Floor 249 Fifth Avenue Pittsburgh, Pennsylvania 15222
Mortgagor:	National Railroad Passenger Corporation 10 G Street, NE Washington, DC 20002

Section Chief
June 23, 2014
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A description of the railroad equipment covered by the enclosed document is:

120 locomotives within the series AMTK 48 – AMTK 207 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Mortgage and Security Agreement and Mortgage Supplement No. 1.

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

**MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT AND
MORTGAGE SUPPLEMENT NO. 1**

This MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT AND MORTGAGE SUPPLEMENT NO. 1 (this "Memorandum") dated as of June 23, 2014 is between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Mortgagor") and PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company, in its capacity as collateral agent for the Secured Parties under the Mortgage (the "Mortgagee"). The parties to this Memorandum have entered into that certain Mortgage and Security Agreement, dated as of June 19, 2014 and Mortgage Supplement No. 1, dated June 23, 2014 (collectively, the "Mortgage"), by which the Mortgagor has granted to the Mortgagee a continuing security interest in and lien on the Collateral (as such term is defined in the Mortgage). Capitalized terms used herein which are not defined herein shall have the respective meanings ascribed thereto in the Mortgage.

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Mortgagor and Mortgagee hereby affirm and acknowledge that Mortgagor has pursuant to the Mortgage granted to the Mortgagee a first priority security interest in and lien on the Collateral including the railroad locomotives set forth on Schedule I hereto.

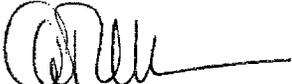
B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on all parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURE PAGES TO FOLLOW]

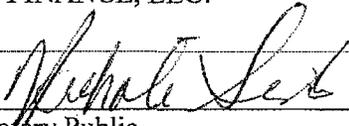
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

PNC EQUIPMENT FINANCE, LLC,
as Mortgagee

By: 
Name: Cheree F. Kurela
Title: Vice President

State of Pennsylvania)
County of Allegheny) ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 20th day of June, 2014, by Cheree Kurela, as Vice President of PNC EQUIPMENT FINANCE, LLC.


Notary Public

My commission expires: September 10, 2014

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Nichole Sisk, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Sept. 10, 2014
Member, Pennsylvania Association of Notaries

SCHEDULE I
MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT AND
MORTGAGE SUPPLEMENT NO. 1

DESCRIPTION OF RAILROAD LOCOMOTIVES

	Amtrak Road Number:	Equipment Type	Year Built
1	AMTK 184	GE P42-DC Diesel Loco	2001
2	AMTK 185	GE P42-DC Diesel Loco	2001
3	AMTK 186	GE P42-DC Diesel Loco	2001
4	AMTK 187	GE P42-DC Diesel Loco	2001
5	AMTK 188	GE P42-DC Diesel Loco	2001
6	AMTK 189	GE P42-DC Diesel Loco	2001
7	AMTK 190	GE P42-DC Diesel Loco	2001
8	AMTK 191	GE P42-DC Diesel Loco	2001
9	AMTK 192	GE P42-DC Diesel Loco	2001
10	AMTK 193	GE P42-DC Diesel Loco	2001
11	AMTK 194	GE P42-DC Diesel Loco	2001
12	AMTK 195	GE P42-DC Diesel Loco	2001
13	AMTK 196	GE P42-DC Diesel Loco	2001
14	AMTK 197	GE P42-DC Diesel Loco	2001
15	AMTK 198	GE P42-DC Diesel Loco	2001
16	AMTK 199	GE P42-DC Diesel Loco	2001
17	AMTK 200	GE P42-DC Diesel Loco	2001
18	AMTK 201	GE P42-DC Diesel Loco	2001
19	AMTK 202	GE P42-DC Diesel Loco	2001
20	AMTK 203	GE P42-DC Diesel Loco	2001
21	AMTK 204	GE P42-DC Diesel Loco	2001
22	AMTK 205	GE P42-DC Diesel Loco	2001
23	AMTK 206	GE P42-DC Diesel Loco	2001
24	AMTK 207	GE P42-DC Diesel Loco	2001

25	AMTK 48	GE P42-DC Diesel Loco	1997
26	AMTK 50	GE P42-DC Diesel Loco	1997
27	AMTK 51	GE P42-DC Diesel Loco	1997
28	AMTK 52	GE P42-DC Diesel Loco	1997
29	AMTK 53	GE P42-DC Diesel Loco	1997
30	AMTK 54	GE P42-DC Diesel Loco	1997
31	AMTK 55	GE P42-DC Diesel Loco	1997
32	AMTK 56	GE P42-DC Diesel Loco	1997
33	AMTK 57	GE P42-DC Diesel Loco	1997
34	AMTK 58	GE P42-DC Diesel Loco	1997
35	AMTK 59	GE P42-DC Diesel Loco	1997
36	AMTK 60	GE P42-DC Diesel Loco	1997
37	AMTK 61	GE P42-DC Diesel Loco	1997
38	AMTK 62	GE P42-DC Diesel Loco	1997
39	AMTK 63	GE P42-DC Diesel Loco	1997
40	AMTK 64	GE P42-DC Diesel Loco	1997
41	AMTK 65	GE P42-DC Diesel Loco	1997
42	AMTK 66	GE P42-DC Diesel Loco	1997
43	AMTK 67	GE P42-DC Diesel Loco	1997
44	AMTK 68	GE P42-DC Diesel Loco	1997
45	AMTK 69	GE P42-DC Diesel Loco	1997
46	AMTK 71	GE P42-DC Diesel Loco	1997
47	AMTK 72	GE P42-DC Diesel Loco	1997
48	AMTK 73	GE P42-DC Diesel Loco	1997
49	AMTK 74	GE P42-DC Diesel Loco	1997
50	AMTK 75	GE P42-DC Diesel Loco	1997
51	AMTK 76	GE P42-DC Diesel Loco	1997
52	AMTK 77	GE P42-DC Diesel Loco	1997
53	AMTK 78	GE P42-DC Diesel Loco	1997
54	AMTK 79	GE P42-DC Diesel Loco	1997
55	AMTK 81	GE P42-DC Diesel Loco	1997
56	AMTK 82	GE P42-DC Diesel Loco	1997

57	AMTK 83	GE P42-DC Diesel Loco	1997
58	AMTK 84	GE P42-DC Diesel Loco	1997
59	AMTK 85	GE P42-DC Diesel Loco	1997
60	AMTK 86	GE P42-DC Diesel Loco	1997
61	AMTK 87	GE P42-DC Diesel Loco	1997
62	AMTK 88	GE P42-DC Diesel Loco	1997
63	AMTK 89	GE P42-DC Diesel Loco	1997
64	AMTK 91	GE P42-DC Diesel Loco	1997
65	AMTK 92	GE P42-DC Diesel Loco	1997
66	AMTK 93	GE P42-DC Diesel Loco	1997
67	AMTK 94	GE P42-DC Diesel Loco	1997
68	AMTK 95	GE P42-DC Diesel Loco	1997
69	AMTK 96	GE P42-DC Diesel Loco	1997
70	AMTK 97	GE P42-DC Diesel Loco	1997
71	AMTK 98	GE P42-DC Diesel Loco	1997
72	AMTK 99	GE P42-DC Diesel Loco	1997
73	AMTK 100	GE P42-DC Diesel Loco	1997
74	AMTK 101	GE P42-DC Diesel Loco	1997
75	AMTK 102	GE P42-DC Diesel Loco	1997
76	AMTK 103	GE P42-DC Diesel Loco	1997
77	AMTK 104	GE P42-DC Diesel Loco	1997
78	AMTK 105	GE P42-DC Diesel Loco	1997
79	AMTK 106	GE P42-DC Diesel Loco	1997
80	AMTK 107	GE P42-DC Diesel Loco	1997
81	AMTK 108	GE P42-DC Diesel Loco	1997
82	AMTK 109	GE P42-DC Diesel Loco	1997
83	AMTK 110	GE P42-DC Diesel Loco	1997
84	AMTK 111	GE P42-DC Diesel Loco	1997
85	AMTK 112	GE P42-DC Diesel Loco	1997
86	AMTK 113	GE P42-DC Diesel Loco	1997
87	AMTK 114	GE P42-DC Diesel Loco	1997
88	AMTK 115	GE P42-DC Diesel Loco	1997

89	AMTK 116	GE P42-DC Diesel Loco	1997
90	AMTK 117	GE P42-DC Diesel Loco	1997
91	AMTK 118	GE P42-DC Diesel Loco	1997
92	AMTK 119	GE P42-DC Diesel Loco	1997
93	AMTK 120	GE P42-DC Diesel Loco	1997
94	AMTK 121	GE P42-DC Diesel Loco	2000
95	AMTK 122	GE P42-DC Diesel Loco	2000
96	AMTK 123	GE P42-DC Diesel Loco	2000
97	AMTK 124	GE P42-DC Diesel Loco	2000
98	AMTK 125	GE P42-DC Diesel Loco	2000
99	AMTK 126	GE P42-DC Diesel Loco	2000
100	AMTK 127	GE P42-DC Diesel Loco	2000
101	AMTK 129	GE P42-DC Diesel Loco	2000
102	AMTK 131	GE P42-DC Diesel Loco	2000
103	AMTK 132	GE P42-DC Diesel Loco	2000
104	AMTK 133	GE P42-DC Diesel Loco	2000
105	AMTK 134	GE P42-DC Diesel Loco	2000
106	AMTK 135	GE P42-DC Diesel Loco	2000
107	AMTK 136	GE P42-DC Diesel Loco	2001
108	AMTK 137	GE P42-DC Diesel Loco	2001
109	AMTK 138	GE P42-DC Diesel Loco	2001
110	AMTK 139	GE P42-DC Diesel Loco	2001
111	AMTK 140	GE P42-DC Diesel Loco	2001
112	AMTK 142	GE P42-DC Diesel Loco	2001
113	AMTK 144	GE P42-DC Diesel Loco	2001
114	AMTK 145	GE P42-DC Diesel Loco	2001
115	AMTK 146	GE P42-DC Diesel Loco	2001
116	AMTK 147	GE P42-DC Diesel Loco	2001
117	AMTK 148	GE P42-DC Diesel Loco	2001
118	AMTK 150	GE P42-DC Diesel Loco	2001
119	AMTK 151	GE P42-DC Diesel Loco	2001
120	AMTK 152	GE P42-DC Diesel Loco	2001

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: June 23, 2014

Edward M. Luria

Edward M. Luria