RECORDATION NO. 31073-EE FILED
March 26, 2015 04:15 PM
SURFACE TRANSPORTATION BOARD

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

March 26, 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 March 26, 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 630.

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,

for Edward M. Luria

EML/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 March 26, 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. 32 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, Megan Nieves, 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 23 day of March, 2015.

megan nieves
Notary Public

Commission Expires:

July 10, 2017

NOTARY PUBLIC
MEGAN NIEVES
668469
COMMISSION EXPIRES
JULY 10, 2017
STATE OF UTAH

(Seal)

LESSEE:

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____

Name: Michael P. McGee

Title: Treasurer

DISTRICT OF COLUMBIA

I, Caetrina 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 26 day of March, 2015.

Caetrina A. Peterson
Notary Public

Commission Expires:

My Commission Expires
September 30, 2018

(Seal)

CAETRINA PETERSON NOTARY PUBLIC DISTRICT OF COLUMBIA My Comm. Exp. Sep 30, 2018

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	630	AMTK 630

II. RESTATED DESCRIPTION OF ALL EQUIPMENT SUBJECT TO THE LEASE

EQUIPMENT TYPE	MANUFACTURER'S SERIAL NUMBERS	AMTRAK EQUIPMENT NUMBERS
Thirty-two (32) Siemens Industry Inc. Model ACS-64 Electric Locomotives	600 through 631, inclusive	AMTK 600 through AMTK 631, 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: March 26, 2015

Edward M Luria

Edward M. Luria