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

July 3, 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 Amendment to Mortgage Supplement No. 1 dated as of July 3, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage and Security Agreement and Mortgage Supplement No. 1 previously filed with the Board under Recordation Number 31247.

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
July 3, 2014
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A description of the railroad equipment covered by the enclosed document is:

29 locomotives ADDED: AMTK 153, AMTK 154, AMTK 156 - AMTK 177 and AMTK 179 - AMTK 183.

29 locomotives REMOVED: AMTK 48, AMTK 50 - AMTK 69 and AMTK 71 - AMTK 78.

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 AMENDMENT TO MORTGAGE SUPPLEMENT NO. 1

This MEMORANDUM OF AMENDMENT TO MORTGAGE SUPPLEMENT NO. 1 (this “Memorandum”) dated as of July 3, 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, that certain Mortgage Supplement No. 1, dated June 23, 2014 and that certain Amendment No. 1 (the “Amendment”) to Mortgage Supplement No. 1 dated the date hereof (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).

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. Mortgagor and Mortgagee hereby affirm and acknowledge that the Mortgagee has pursuant to the Amendment released any and all of its interest in and/or lien on the railroad locomotives set forth on Schedule II hereto (the “Schedule II Units”).

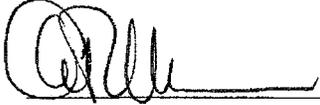
C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first written.

D. 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]

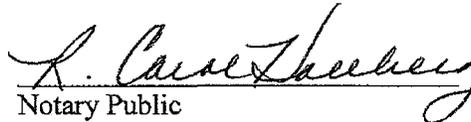
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

PNC EQUIPMENT FINANCE, LLC,
as Mortgagee

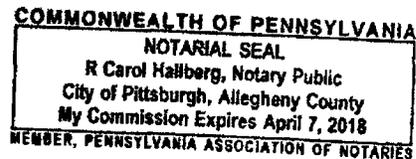
By: 
Name: Cheree F. Kurela
Title: Vice President

State of Pennsylvania)
County of Allegheny) ss

On this 3 day of July 2014, before me personally appeared Cheree Kurela, to me personally known, who, by me being duly sworn, says that he/she is Vice President of PNC EQUIPMENT FINANCE, LLC, that the foregoing instrument was signed on behalf of said company by authority duly granted, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

My commission expires: April 7, 2018



SCHEDULE I
MEMORANDUM OF AMENDMENT TO MORTGAGE SUPPLEMENT NO. 1

DESCRIPTION OF RAILROAD LOCOMOTIVES

	Amtrak Road Number:	Equipment Type	Year Built
1	AMTK 79	GE P42-DC Diesel Loco	1997
2	AMTK 81	GE P42-DC Diesel Loco	1997
3	AMTK 82	GE P42-DC Diesel Loco	1997
4	AMTK 83	GE P42-DC Diesel Loco	1997
5	AMTK 84	GE P42-DC Diesel Loco	1997
6	AMTK 85	GE P42-DC Diesel Loco	1997
7	AMTK 86	GE P42-DC Diesel Loco	1997
8	AMTK 87	GE P42-DC Diesel Loco	1997
9	AMTK 88	GE P42-DC Diesel Loco	1997
10	AMTK 89	GE P42-DC Diesel Loco	1997
11	AMTK 91	GE P42-DC Diesel Loco	1997
12	AMTK 92	GE P42-DC Diesel Loco	1997
13	AMTK 93	GE P42-DC Diesel Loco	1997
14	AMTK 94	GE P42-DC Diesel Loco	1997
15	AMTK 95	GE P42-DC Diesel Loco	1997
16	AMTK 96	GE P42-DC Diesel Loco	1997
17	AMTK 97	GE P42-DC Diesel Loco	1997
18	AMTK 98	GE P42-DC Diesel Loco	1997
19	AMTK 99	GE P42-DC Diesel Loco	1997
20	AMTK 100	GE P42-DC Diesel Loco	1997
21	AMTK 101	GE P42-DC Diesel Loco	1997
22	AMTK 102	GE P42-DC Diesel Loco	1997
23	AMTK 103	GE P42-DC Diesel Loco	1997
24	AMTK 104	GE P42-DC Diesel Loco	1997

25	AMTK 105	GE P42-DC Diesel Loco	1997
26	AMTK 106	GE P42-DC Diesel Loco	1997
27	AMTK 107	GE P42-DC Diesel Loco	1997
28	AMTK 108	GE P42-DC Diesel Loco	1997
29	AMTK 109	GE P42-DC Diesel Loco	1997
30	AMTK 110	GE P42-DC Diesel Loco	1997
31	AMTK 111	GE P42-DC Diesel Loco	1997
32	AMTK 112	GE P42-DC Diesel Loco	1997
33	AMTK 113	GE P42-DC Diesel Loco	1997
34	AMTK 114	GE P42-DC Diesel Loco	1997
35	AMTK 115	GE P42-DC Diesel Loco	1997
36	AMTK 116	GE P42-DC Diesel Loco	1997
37	AMTK 117	GE P42-DC Diesel Loco	1997
38	AMTK 118	GE P42-DC Diesel Loco	1997
39	AMTK 119	GE P42-DC Diesel Loco	1997
40	AMTK 120	GE P42-DC Diesel Loco	1997
41	AMTK 121	GE P42-DC Diesel Loco	2000
42	AMTK 122	GE P42-DC Diesel Loco	2000
43	AMTK 123	GE P42-DC Diesel Loco	2000
44	AMTK 124	GE P42-DC Diesel Loco	2000
45	AMTK 125	GE P42-DC Diesel Loco	2000
46	AMTK 126	GE P42-DC Diesel Loco	2000
47	AMTK 127	GE P42-DC Diesel Loco	2000
48	AMTK 129	GE P42-DC Diesel Loco	2000
49	AMTK 131	GE P42-DC Diesel Loco	2000
50	AMTK 132	GE P42-DC Diesel Loco	2000
51	AMTK 133	GE P42-DC Diesel Loco	2000
52	AMTK 134	GE P42-DC Diesel Loco	2000
53	AMTK 135	GE P42-DC Diesel Loco	2000
54	AMTK 136	GE P42-DC Diesel Loco	2001
55	AMTK 137	GE P42-DC Diesel Loco	2001
56	AMTK 138	GE P42-DC Diesel Loco	2001

57	AMTK 139	GE P42-DC Diesel Loco	2001
58	AMTK 140	GE P42-DC Diesel Loco	2001
59	AMTK 142	GE P42-DC Diesel Loco	2001
60	AMTK 144	GE P42-DC Diesel Loco	2001
61	AMTK 145	GE P42-DC Diesel Loco	2001
62	AMTK 146	GE P42-DC Diesel Loco	2001
63	AMTK 147	GE P42-DC Diesel Loco	2001
64	AMTK 148	GE P42-DC Diesel Loco	2001
65	AMTK 150	GE P42-DC Diesel Loco	2001
66	AMTK 151	GE P42-DC Diesel Loco	2001
67	AMTK 152	GE P42-DC Diesel Loco	2001
68	AMTK 153	GE P42-DC Diesel Loco	2001
69	AMTK 154	GE P42-DC Diesel Loco	2001
70	AMTK 156	GE P42-DC Diesel Loco	2001
71	AMTK 157	GE P42-DC Diesel Loco	2001
72	AMTK 158	GE P42-DC Diesel Loco	2001
73	AMTK 159	GE P42-DC Diesel Loco	2001
74	AMTK 160	GE P42-DC Diesel Loco	2001
75	AMTK 161	GE P42-DC Diesel Loco	2001
76	AMTK 162	GE P42-DC Diesel Loco	2001
77	AMTK 163	GE P42-DC Diesel Loco	2001
78	AMTK 164	GE P42-DC Diesel Loco	2001
79	AMTK 165	GE P42-DC Diesel Loco	2001
80	AMTK 166	GE P42-DC Diesel Loco	2001
81	AMTK 167	GE P42-DC Diesel Loco	2001
82	AMTK 168	GE P42-DC Diesel Loco	2001
83	AMTK 169	GE P42-DC Diesel Loco	2001
84	AMTK 170	GE P42-DC Diesel Loco	2001
85	AMTK 171	GE P42-DC Diesel Loco	2001
86	AMTK 172	GE P42-DC Diesel Loco	2001
87	AMTK 173	GE P42-DC Diesel Loco	2001
88	AMTK 174	GE P42-DC Diesel Loco	2001

89	AMTK 175	GE P42-DC Diesel Loco	2001
90	AMTK 176	GE P42-DC Diesel Loco	2001
91	AMTK 177	GE P42-DC Diesel Loco	2001
92	AMTK 179	GE P42-DC Diesel Loco	2001
93	AMTK 180	GE P42-DC Diesel Loco	2001
94	AMTK 181	GE P42-DC Diesel Loco	2001
95	AMTK 182	GE P42-DC Diesel Loco	2001
96	AMTK 183	GE P42-DC Diesel Loco	2001
97	AMTK 184	GE P42-DC Diesel Loco	2001
98	AMTK 185	GE P42-DC Diesel Loco	2001
99	AMTK 186	GE P42-DC Diesel Loco	2001
100	AMTK 187	GE P42-DC Diesel Loco	2001
101	AMTK 188	GE P42-DC Diesel Loco	2001
102	AMTK 189	GE P42-DC Diesel Loco	2001
103	AMTK 190	GE P42-DC Diesel Loco	2001
104	AMTK 191	GE P42-DC Diesel Loco	2001
105	AMTK 192	GE P42-DC Diesel Loco	2001
106	AMTK 193	GE P42-DC Diesel Loco	2001
107	AMTK 194	GE P42-DC Diesel Loco	2001
108	AMTK 195	GE P42-DC Diesel Loco	2001
109	AMTK 196	GE P42-DC Diesel Loco	2001
110	AMTK 197	GE P42-DC Diesel Loco	2001
111	AMTK 198	GE P42-DC Diesel Loco	2001
112	AMTK 199	GE P42-DC Diesel Loco	2001
113	AMTK 200	GE P42-DC Diesel Loco	2001
114	AMTK 201	GE P42-DC Diesel Loco	2001
115	AMTK 202	GE P42-DC Diesel Loco	2001
116	AMTK 203	GE P42-DC Diesel Loco	2001
117	AMTK 204	GE P42-DC Diesel Loco	2001
118	AMTK 205	GE P42-DC Diesel Loco	2001
119	AMTK 206	GE P42-DC Diesel Loco	2001
120	AMTK 207	GE P42-DC Diesel Loco	2001

SCHEDULE II
MEMORANDUM OF AMENDMENT TO MORTGAGE SUPPLEMENT NO. 1

DESCRIPTION OF RAILROAD LOCOMOTIVES

	Amtrak Road Number:	Equipment Type	Year Built
1	AMTK 48	GE P42-DC Diesel Loco	1997
2	AMTK 50	GE P42-DC Diesel Loco	1997
3	AMTK 51	GE P42-DC Diesel Loco	1997
4	AMTK 52	GE P42-DC Diesel Loco	1997
5	AMTK 53	GE P42-DC Diesel Loco	1997
6	AMTK 54	GE P42-DC Diesel Loco	1997
7	AMTK 55	GE P42-DC Diesel Loco	1997
8	AMTK 56	GE P42-DC Diesel Loco	1997
9	AMTK 57	GE P42-DC Diesel Loco	1997
10	AMTK 58	GE P42-DC Diesel Loco	1997
11	AMTK 59	GE P42-DC Diesel Loco	1997
12	AMTK 60	GE P42-DC Diesel Loco	1997
13	AMTK 61	GE P42-DC Diesel Loco	1997
14	AMTK 62	GE P42-DC Diesel Loco	1997
15	AMTK 63	GE P42-DC Diesel Loco	1997
16	AMTK 64	GE P42-DC Diesel Loco	1997
17	AMTK 65	GE P42-DC Diesel Loco	1997
18	AMTK 66	GE P42-DC Diesel Loco	1997
19	AMTK 67	GE P42-DC Diesel Loco	1997
20	AMTK 68	GE P42-DC Diesel Loco	1997
21	AMTK 69	GE P42-DC Diesel Loco	1997
22	AMTK 71	GE P42-DC Diesel Loco	1997
23	AMTK 72	GE P42-DC Diesel Loco	1997
24	AMTK 73	GE P42-DC Diesel Loco	1997
25	AMTK 74	GE P42-DC Diesel Loco	1997
26	AMTK 75	GE P42-DC Diesel Loco	1997
27	AMTK 76	GE P42-DC Diesel Loco	1997

28	AMTK 77	GE P42-DC Diesel Loco	1997
29	AMTK 78	GE P42-DC Diesel Loco	1997

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: July 3, 2014

Edward M Luria

Edward M. Luria