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February 1, 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 Amendment No. 2 to Mortgage Supplement No. 1, dated as of January 28, 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 31247.

The name and address of the party to the enclosed document is:

Mortgagor: National Railroad Passenger Corporation
10 G Street NE
Washington, DC 20002

Mortgagee: PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
249 Fifth Avenue
Pittsburgh, PA 15222

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

1 locomotive RELEASED: AMTK 102, and 120 locomotives ADDED within the series AMTK 78 – AMTK 207 as more particularly set forth on the attachment to the document.

Section Chief
February 1, 2016
Page 2

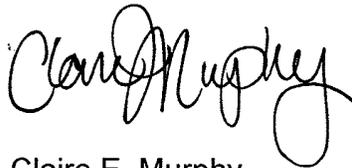
A short summary of the document to appear in the index is:

Memorandum of Amendment No. 2 to Mortgage Supplement No. 1.

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF AMENDMENT NO. 2 TO MORTGAGE SUPPLEMENT
NO. 1**

This MEMORANDUM OF AMENDMENT NO. 2 TO MORTGAGE SUPPLEMENT NO. 1 (this "Memorandum") dated as of January 28, 2016 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, that certain Amendment No. 1 (the "Amendment No. 1") to Mortgage Supplement No. 1 dated July 3, 2014 and that certain Amendment No. 2 (the "Amendment No. 2") 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 No. 2 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

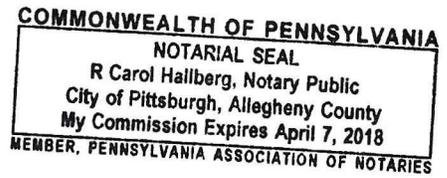
By: 
Name: Chere F. Kurcia
Title: Vice President

State of PA)
County of Allegheny) ss

On this ___ day of January 2016, before me personally appeared Chere F. Kurcia 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: _____



SCHEDULE I
MEMORANDUM OF AMENDMENT NO. 2 TO MORTGAGE SUPPLEMENT
NO. 1

DESCRIPTION OF RAILROAD LOCOMOTIVES

	Amtrak Road Number:	Equipment Type	Year Built
1.	AMTK 78	GE P42-DC Diesel Loco	1997
2.	AMTK 79	GE P42-DC Diesel Loco	1997
3.	AMTK 81	GE P42-DC Diesel Loco	1997
4.	AMTK 82	GE P42-DC Diesel Loco	1997
5.	AMTK 83	GE P42-DC Diesel Loco	1997
6.	AMTK 84	GE P42-DC Diesel Loco	1997
7.	AMTK 85	GE P42-DC Diesel Loco	1997
8.	AMTK 86	GE P42-DC Diesel Loco	1997
9.	AMTK 87	GE P42-DC Diesel Loco	1997
10.	AMTK 88	GE P42-DC Diesel Loco	1997
11.	AMTK 89	GE P42-DC Diesel Loco	1997
12.	AMTK 91	GE P42-DC Diesel Loco	1997
13.	AMTK 92	GE P42-DC Diesel Loco	1997
14.	AMTK 93	GE P42-DC Diesel Loco	1997
15.	AMTK 94	GE P42-DC Diesel Loco	1997
16.	AMTK 95	GE P42-DC Diesel Loco	1997
17.	AMTK 96	GE P42-DC Diesel Loco	1997
18.	AMTK 97	GE P42-DC Diesel Loco	1997
19.	AMTK 98	GE P42-DC Diesel Loco	1997
20.	AMTK 99	GE P42-DC Diesel Loco	1997
21.	AMTK 100	GE P42-DC Diesel Loco	1997
22.	AMTK 101	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 NO. 2 TO MORTGAGE SUPPLEMENT
NO. 1

DESCRIPTION OF RAILROAD LOCOMOTIVE

Amtrak Road Number:	Equipment Type	Year Built
1 AMTK 102	GE P42-DC Diesel Loco	1997

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: February 1, 2016



Claire E. Murphy