



ARLINGTON COUNTY, VIRGINIA

OFFICE OF THE COUNTY ATTORNEY

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ARLINGTON, VIRGINIA 22201

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RECORDATION NO. 30535 FILED

NOV 30 '12 -3 30 PM

SURFACE TRANSPORTATION BOARD

COUNTY ATTORNEY
STEPHEN A. MACISAAC

DEPUTY COUNTY ATTORNEY
ARA L. TRAMBLIAN

November 30, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, DC 20423

Dear Ms. Brown:

As counsel for the Northern Virginia Transportation Commission and the Potomac and Rappahannock Transportation Commission, I am enclosing for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), one original and one copy of a Memorandum of Agreement, dated as of November 29, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Grantor: Northern Virginia Transportation Commission
2300 Wilson Boulevard
Suite 620
Arlington, Virginia, 22201

Consenting: Potomac and Rappahannock Transportation Commission
14700 Potomac Mills Road
Woodbridge, Virginia 22192

Chief of the Section of Administration

November 30, 2012

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

60 commuter rail cars numbered V721-730, V800-819, and V850-879

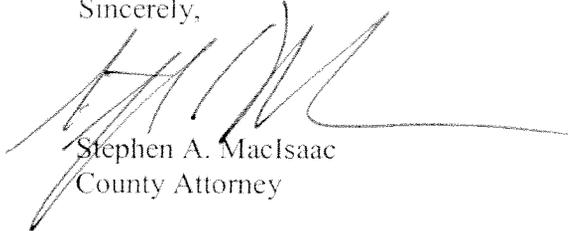
A short summary of the document to appear in the index is:

Memorandum of Security Agreement

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Sincerely,



Stephen A. MacIsaac
County Attorney

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MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Security Agreement, effective as of November 29, 2012, by and between the Northern Virginia Transportation Commission, as debtor, ("Grantor"), along with the Potomac and Rappahannock Transportation Commission, as a consenting party to the security interest created under the Security Agreement dated October 31, 2007, with the Federal Railroad Administration ("Grantee").

WITNESSETH

1. The undersigned have entered into that certain Security Agreement, dated October 31, 2007 ("Security Agreement"), by which the Grantor has granted a to the Grantee a security interest in certain railroad equipment bearing reporting marks as listed in Exhibit A, attached hereto, in order to secure the Grantor's performance of its obligations as described in the Security Agreement.
2. The Parties hereto are the same parties to the said Security Agreement and such parties do hereby acknowledge and confirm the rights and obligations made there.
3. The Parties hereto acknowledge that said Security Agreement shall be available for inspection by contacting the following party:

Doug Allen
Chief Executive Officer
Virginia Railroad Express
1500 King Street, Suite 202
Alexandria, Virginia 22314

IN WITNESS WHEREOF this Memorandum of Security Agreement has been executed and delivered by the undersigned under the hand of its duly authorized officers as of November 29, 2012.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Grantor by me, its duly authorized representative, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Grantor. I further declare under penalty of perjury that the foregoing is true and correct.

NORTHERN VIRGINIA TRANSPORTATION
COMMISSION

By: Richard K. Taube
Name: Richard K. Taube
Title: Executive Director

I certify that I hold the title set forth below, that this instrument was signed on behalf of the consenting party to the security interest by me, its duly authorized representative, and I further declare under penalty of perjury that the foregoing is true and correct.

POTOMAC AND RAPPAHANNOCK
TRANSPORTATION COMMISSION

By: Alfred H. Harf
Name: Alfred H. Harf
Title: Executive Director

VRE Rolling Stock Roster - Rail Cars Financed by FRA

VRE #	Toilet	Equipment	Equipment Type	Year Built	Seats	Total
V721	T	Gallery IV Cab Car	Sumitomo Bi-level	2007	123	1
V800	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2007	132	
V801	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2007	132	
V850	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2007	144	4
V851	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2007	144	
V722	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V802	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V803	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V852	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V853	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V723	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V804	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V805	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V854	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V855	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V724	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V806	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V807	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V856	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V857	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V725	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V808	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V809	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V858	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V859	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V726	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V810	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V811	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V860	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V861	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V728	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V812	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V813	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V862	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V863	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V727	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V814	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V815	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V864	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V865	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V729	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V816	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V817	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V866	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V867	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V730	T	Gallery IV Cab Car	Sumitomo Bi-level	2008	123	1
V818	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V819	T1	Gallery IV Trailer Car	Sumitomo Bi-level	2008	132	
V868	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	4
V869	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2008	144	
V870	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
V871	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
V872	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
V873	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
V874	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
V875	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	10
V876	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
V877	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
V878	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
V879	T2	Gallery IV Trailer Car	Sumitomo Bi-level	2010	144	
						10
						50
						60