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December 6, 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 Mortgage and Security Agreement and Mortgage Supplement No. 1, dated as of December 6, 2016, 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:

Collateral Agent/ Mortgagee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001
Mortgagor:	National Railroad Passenger Corporation 10 G Street, NE Washington, DC 20002

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

68 Siemens ACS-64 electric locomotives: AMTK 600, AMTK 602 – AMTK 626, inclusive; AMTK 628 – AMTK 665, inclusive, and AMTK 667 – AMTK 670, inclusive.

Section Chief
December 6, 2016
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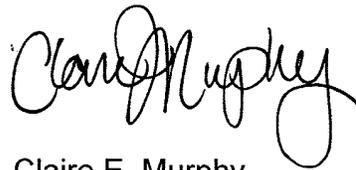
A short summary of the document to appear in the index is:

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

Also enclosed is a check in the amount of \$45.00 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 "y" at the end.

Claire E. Murphy

CEM
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 December 6, 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 Wilmington Trust 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 December 6, 2016 and Mortgage Supplement No. 1, dated December 6, 2016 (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.

WILMINGTON TRUST COMPANY,
as Mortgagee

By: 
Name: Robert P. Hines, Jr.
Title: Assistant Vice President

State of State of Delaware)
County of New Castle County) ss

On this 1st day of December, 2016, before me personally appeared Robert P. Hines Jr., to me personally known, who, by me being duly sworn, says that he/she is Assistant V.P. of WILMINGTON TRUST COMPANY, 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.



My commission expires: _____


Notary Public

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

DESCRIPTION OF RAILROAD LOCOMOTIVES

Description	Amtrak Equipment Numbers
Sixty-eight (68) Siemens Industry Inc. Model ACS-64 Electric Locomotives	AMTK 600; AMTK 602 through AMTK 626, inclusive; AMTK 628 through AMTK 665, inclusive; and AMTK 667 through AMTK 670, inclusive

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: December 6, 2016



Claire E. Murphy