

RECORDATION NO. 6690-RRRRRRRRRRRRR FILED
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SURFACE TRANSPORTATION BOARD

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July 7, 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 Memorandum of Amtrak Acknowledgement, 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 Security Agreement previously filed with the Commission under Recordation Number 6690-MMMM

The names and addresses of the parties to the enclosed document are:

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

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

29 locomotives within the series AMTK 48 – AMTK 78 as set forth in the attachment to the document.

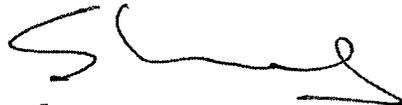
A short summary of the document to appear in the index is:

Memorandum of Amtrak Acknowledgement.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF AMTRAK ACKNOWLEDGEMENT

This MEMORANDUM OF AMTRAK ACKNOWLEDGEMENT (this "Memorandum") is dated as of July 3, 2014 by NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak").

Amtrak hereby acknowledges and confirms the following:

A. Amtrak, pursuant to a Security Agreement dated October 5, 1983 (the "1983 Security Agreement"), between the Administrator of the Federal Railroad Administration of the United States Department of Transportation (the "Administrator") and Amtrak, assigned to the Administrator all of its right, title and interest in and to certain rolling stock owned by Amtrak, including rolling stock acquired by Amtrak after the date of the FRA Security Agreement, subject to the terms and provisions of the FRA Security Agreement;

B. The Administrator, pursuant to a Termination and Release of Lien dated as of June 23, 2014 (the "FRA Termination"), among the Administrator, Amtrak and PNC Equipment Finance, LLC, not in its individual capacity, but solely as collateral agent on behalf of the lenders (the "Collateral Agent") under a Credit Agreement dated as of June 19, 2014 (the "Credit Agreement") among Amtrak, the lenders party thereto and PNC Equipment Finance, LLC, as administrative agent, terminated and released its lien and security interest in all of Amtrak's right, title and interest in and to the railroad locomotives set forth on Schedule I hereto (the "Units").

C. The FRA Termination was recorded and filed with the Surface Transportation Board ("STB") on June 23, 2014 at 2:40 p.m. under Recordation Number 6690-PPPPPPPPPPPP.

D. Pursuant to the Mortgage and Security Agreement dated as of June 19, 2014 (as supplemented, the "Mortgage") between Amtrak and the Collateral Agent, Amtrak granted to the Collateral Agent a security interest in certain railroad locomotives including, inter alia, the Units.

E. The Collateral Agent, pursuant to an Amendment to Mortgage Supplement No. 1 dated July 3, 2014, between Amtrak and the Collateral Agent, terminated and released its lien and security interest in all of Amtrak's right, title and interest in and to the Units, in respect of which a Memorandum of Amendment to Mortgage Supplement No. 1 dated as of July 3, 2014 was recorded and filed with the STB on July 3, 2014 at 3:40 [p.m.] under Recordation Number 31247-A.

F. Amtrak wishes to show for the public record that the lien of the Administrator under the 1983 Security Agreement now applies to the Units and the Units are subject to the lien of the 1983 Security Agreement as of the date hereof.

G. Amtrak, to accomplish the foregoing and to show for public record this Memorandum, is filing this Memorandum with the STB and accordingly has caused this Memorandum to be executed by its duly authorized officer, as of the date first written.

[SIGNATURE PAGES TO FOLLOW]

SCHEDULE I
MEMORANDUM OF AMTRAK ACKNOWLEDGEMENT

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 7, 2014

Edward M Luria

Edward M. Luria