



VIA E-MAIL

December 8, 2014

Mr. Conor Skelding
MuckRock News
DEPT MR 13834
PO Box 55819
Boston, MA 02205-5819

Re: Freedom of Information Act Request
Tracking Number: 15-FOI-00017

Dear Mr. Skelding:

We are further responding to your October 21, 2014 request for information made under the Freedom of Information Act (FOIA), which was received via e-mail by Amtrak's FOIA Office on the same date.

Your request seeks the August 15, 2014 application submitted by Amtrak to the New York City Department of Transportation for revocable consent for a rail tunnel under 11th Avenue.

In response to your request, please find enclosed the requested records, which totals 28 pages.

If you have any questions regarding the processing of your request, please feel free to contact me at (202) 906-3741 or via e-mail at Hawkins@amtrak.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Sharron Hawkins", written in a cursive style.

Sharron Hawkins
Lead FOIA Specialist

Enclosure



New York City Department Of Transportation
 Division Of Franchises, Concessions And Consents
 55 Water Street, 9th Floor
 New York, NY 10041
 (212) 839-6550

Petition Form For A New Revocable Consent

PETITIONER AGREES TO THE FOLLOWING TERMS OF PETITION ACCEPTANCE BY DOT

1. Petitioner covenants that the revocable consent, if granted, will be for the private use of the petitioner.
2. Petitioner warrants that all taxes, fees, levies, fines and other monies due to the City of New York have been fully paid.
3. Petitioner agrees to pay, within 30 days of its receipt, an invoice for advertising fees for two notices in each of two newspapers to inform the public of the hearing on agreement terms. Hearings are held pursuant to section 371 of the City Charter.
4. Upon notification by the Department that approvals have been secured from all agencies having jurisdiction, the petitioner will submit all necessary materials and make a presentation to the Public Design Commission. Petitioner agrees to comply with this requirement within 45 days after such notification by the Department. (Note: this requirement is for above-ground structures only).
5. Petitioner agrees to pay, within 30 days of its receipt, an invoice for advertising fees for two notices in each of two newspapers to inform the public of the hearing on agreement terms. Hearings are held pursuant to section 371 of the City Charter.
6. The petitioner agrees to execute (sign) the revocable consent agreement and return it to the Department within 15 days of its receipt. Failure to do so may result in denial of consent.
7. Petitioner acknowledges that the final agreement will include provisions for yearly compensation to the City, maintenance of a security deposit and filing of proper insurance documents. Petitioner agrees to submit a payment of security and a certificate of insurance within 30 days of notification by the Department that such items are due.

WHEREFORE,

Petitioner affirms that he/she will conform to the terms of petition acceptance listed above, or if not, he/she will before 10 days prior to any and all such due dates, request from the Department in writing, an extension of the due date(s). Reasons for the extension must be included. The petitioner understands that, if these terms and conditions are not met, the Department will, without further notice, void the petition. If a petition is voided, a new petition must be submitted along with the required petition fee. Petitioner acknowledges that the Department may, in its sole discretion, allow exceptions to the requirements contained in this paragraph.

WHEREFORE,

Petitioner respectfully requests that the revocable consent be granted as aforesaid.

By

Signature:

Print Name of Signatory

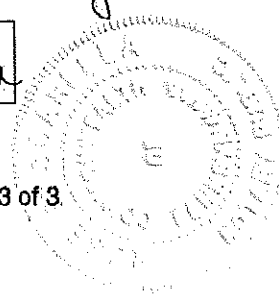
Stephen Gardner

Print Title of Signatory

Vice President

Subscribed and sworn to before me this 15 day of August, 2014.

Notary Public



COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Rose Cascarella, Notary Public
 City of Philadelphia, Philadelphia County
 My Commission Expires Aug. 25, 2015
 MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES



New York City Department Of Transportation
 Division Of Franchises, Concessions And Consents
 55 Water Street, 9th Floor
 New York, NY 10041
 (212) 839-6550

Petition Form For A New Revocable Consent

Date of Submission

CONTACT INFORMATION

Petitioner Name EIN #
 Address

Contact Person Telephone
e.g. attorney, engineer or architect
 Address Email
 Fax

Contract Manager Telephone
person who will handle payments to the City, insurance and security deposit after the consent is granted
 Address Email
 Fax

PETITION DETAILS

The Petitioner requests a revocable consent from DOT to construct, maintain and use

fill in structure(s) description and location(s). Use attachments if additional space is required.
 Petitioner must submit photos of existing conditions for above ground structures whether subject structures are in place or not.

The Petitioner will use the requested structure for the following purpose

Additional information, if any



New York City Department Of Transportation
Division Of Franchises, Concessions And Consents
55 Water Street, 9th Floor
New York, NY 10041
(212) 839-6550

Petition Form For A New Revocable Consent

PETITIONER INFORMATION

The Petitioner Is

Check one: If Petitioner is a partnership or corporation, attach a copy of Certificate of Partnership or Certificate of Incorporation with appropriate seal.

- a domestic corporation incorporated in the State of New York
- a foreign corporation organized under the laws of the State of and duly authorized to do business in the State of New York
- a general partnership
- an individual
- other, describe

Nature of Petitioner's
Business

PROPERTY INFORMATION

The premises affected by the proposed structure(s) are

Check one.

- Owned by the Petitioner
submit copy of deed
- Leased by the Petitioner
submit consent of owner, and copies of deed and lease

Primary property benefited

Secondary property benefited

Address

Address

Block and lot

Block and lot

Owner

Owner

If only one property, indicate N/A for second property. If more than two, attach additional information.

See attached for more information about tax lots.

Community Board

City Council Member

Petitioner Name: National Railroad Passenger Corporation

Attachment: Petition Details

National Railroad Passenger Corporation (Amtrak) is seeking a revocable consent for a tunnel to preserve a right of way across 11th Avenue between the eastern and western portions of the Long Island Railroad's West Side Rail Yards (Hudson Yards) in Manhattan, which are owned by the Metropolitan Transportation Authority (MTA). At its eastern end, the tunnel will connect to an adjacent tunnel currently being constructed under the eastern portion of the Hudson Yards, for which Amtrak will have a permanent, sub-surface easement from the MTA. At its western end, the tunnel will connect to a future tunnel under the western portion of the Hudson Yards.

The tunnel will consist of a concrete casing or box constructed to preserve a right of way for possible future rail operations prior to construction of overbuild development at the Hudson Yards by a private developer. No rail service or other rail operations will take place in the concrete casing pursuant to the revocable consent.

Preservation of this right of way is part of a conceptual program, known as the Gateway Program, which is a key part of Amtrak's planning for future service to and from New York City. The Gateway Program includes a vision to provide future expanded capacity between Newark, New Jersey and New York Penn Station. Amtrak has undertaken conceptual studies to evaluate the feasibility of building future tunnels under the Hudson River from New Jersey through the west side of Manhattan to connect with Penn Station. These studies determined that there is limited space available underground to construct a tunnel that could integrate new operations with the existing infrastructure at Penn Station and that an alignment under the Hudson Yards eastern and western rail yards and across 11th Avenue north of 30th Street provides a viable route. The final route for any such tunnel and future train operations along that route remain subject to future approvals. However, because of the Hudson Yards overbuild development schedule, it is necessary to preserve the right of way at this time.

Attachment: Tax Lot Information

Primary property benefited: Manhattan Block 702, Lot 110

Note: Lot 110 has been tentatively reapportioned as Lots 50 and 25 effective 2015-2016 tax year

Secondary property benefited: Manhattan Block 676, Lot 3

Note: Lot 3 has been tentatively reapportioned as Lots 1 and 5 effective 2015-2016 tax year

DO NOT SUBMIT FORM TO IRS - SUBMIT FORM TO REQUESTING AGENCY
7/13 Revision

CITY OF NEW YORK
SUBSTITUTE FORM W-9:
REQUEST FOR TAXPAYER IDENTIFICATION NUMBER & CERTIFICATION

TYPE OR PRINT INFORMATION NEATLY. PLEASE REFER TO INSTRUCTIONS FOR MORE INFORMATION.

Part I: Vendor Information

1. Legal Business Name: (As it appears on IRS EIN records, CP575, 147C - or - Social Security Admin Records, Social Security Card, Social Security Certification)
National Railroad Passenger Corporation

2. If you use DBA, please list below:
Amtrak

3. Entity Type (Check one only):

<input type="checkbox"/> Non-Profit Corporation	<input checked="" type="checkbox"/> Corporation/ LLC	<input type="checkbox"/> Church or Church-Controlled Organization	<input type="checkbox"/> Government	<input type="checkbox"/> City of New York Employee	<input type="checkbox"/> Personal Service Corporation	<input type="checkbox"/> Individual / Sole Proprietor	<input type="checkbox"/> Trust
<input type="checkbox"/> Joint Venture	<input type="checkbox"/> Partnership/ LLC	<input type="checkbox"/> Single Member LLC (Individual)	<input type="checkbox"/> Resident/Non-Resident Alien	<input type="checkbox"/> Non-United States Business Entity	<input type="checkbox"/> Estate		

Part II: Taxpayer Identification Number (TIN) & Taxpayer Identification Type

1. Enter your TIN here: (DO NOT USE DASHES)
5 2 0 9 1 0 0 5 3

2. Taxpayer Identification Type (check appropriate box):

<input checked="" type="checkbox"/> Employer ID No. (EIN)	<input type="checkbox"/> Social Security No. (SSN)	<input type="checkbox"/> Individual Taxpayer ID No. (ITIN)	<input type="checkbox"/> N/A (Non-United States Business Entity)
-----------------------------------------------------------	----------------------------------------------------	------------------------------------------------------------	------------------------------------------------------------------

Part III: Vendor & Remittance Addresses

1. 1099/Account Administrator Address: Number, Street, and Apartment or Suite Number 60 Massachusetts Avenue, N.E. City, State, and Nine Digit Zip Code or Country Washington, DC 20002	2. Billing, Ordering & Payment Address: Number, Street, and Apartment or Suite Number 60 Massachusetts Avenue, N.E. City, State, and Nine Digit Zip Code or Country Washington, DC 20002
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Part IV: Exemption from Backup Withholding

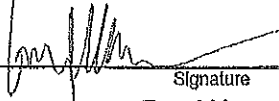
For payees exempt from Backup Withholding, check the box below. Valid explanation required for exemption. See Instructions.

Exempt from Backup Withholding

Part V: Certification

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Under penalties of perjury, I certify that the number shown on this form is my correct Taxpayer Identification Number (TIN).

Sign Here:  Signature
202-906-3734 Phone Number
08/19/2014 Date

Carol Hanna Print Preparer's Name
202-906-3734 Phone Number

Contact's E-Mail Address: Carol.Hanna@amtrak.com

FOR SUBMITTING AGENCY USE ONLY

Submitting Agency Code: _____ Contact Person: _____
Contact's E-Mail Address: _____ Telephone Number: (____) _____
Payee/Vendor Code: _____

DO NOT FORWARD W-9 TO COMPTROLLER'S OFFICE. AGENCIES MUST ATTACH COMPLETED W-9 FORMS TO THEIR FMS DOCUMENTS.

OFFICE OF RECORDER OF DEEDS
Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation

Act have been complied with and ACCORDINGLY this Certificate of Incorporation

is hereby issued to NATIONAL RAILROAD PASSENGER CORPORATION

as of March 30, 1971

PETER S. RIDLEY,
Recorder of Deeds, D. C.

Alfred Goldstein
By Alfred Goldstein
Superintendent of Corporations





Department of the Treasury
Internal Revenue Service
Ogden, UT 84201

In reply refer to: 0458579675
Aug 19, 2014 LTR 147C
52-0910053

NATIONAL RAILROAD PASSENGER CORP AMTRAK
8301 RRB NO
60 MASSACHUSETTS AVE NE
WASHINGTON DC 20002-4285 601

Taxpayer Identification Number: 52-0910053

Form(s):

Dear Taxpayer:

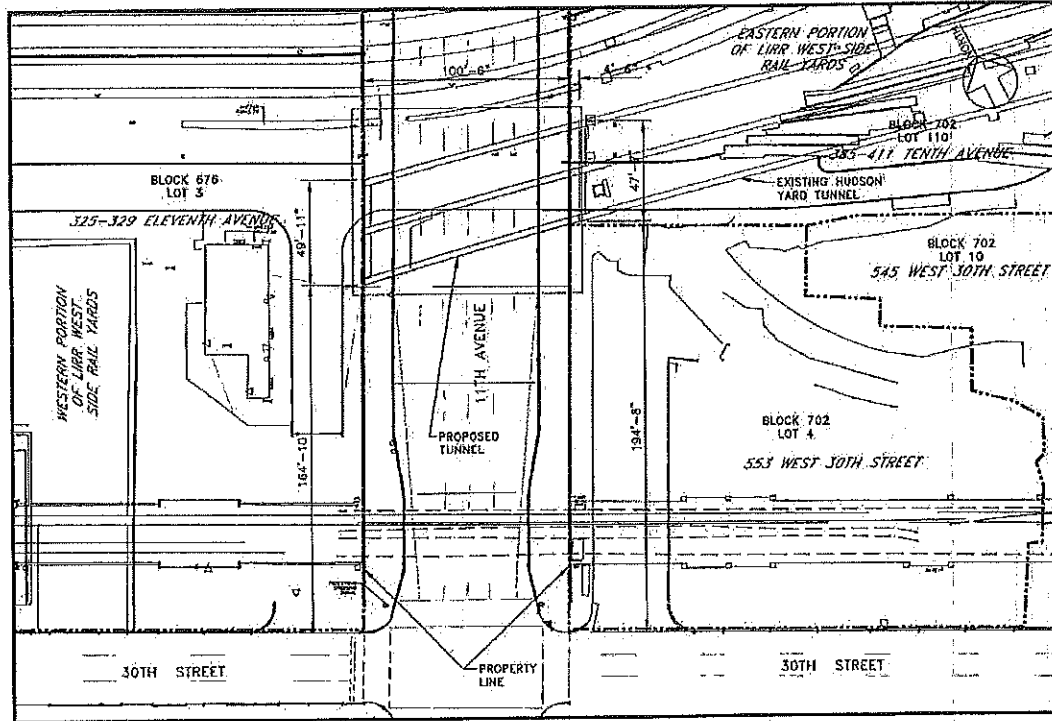
This letter is in response to your telephone inquiry of August 19th, 2014.

Your Employer Identification Number (EIN) is 52-0910053. Please keep this number in your permanent records. You should enter your name and your EIN, exactly as shown above, on all business federal tax forms that require its use, and on any related correspondence documents.

If you have any questions regarding this letter, please call our Customer Service Department at 1-800-829-0115 between the hours of 7:00 AM and 7:00 PM. If you prefer, you may write to us at the address shown at the top of the first page of this letter. When you write, please include a telephone number where you may be reached and the best time to call.

Sincerely,

Ms. Dilsworth
0790286
Customer Service Representative



SITE LOCATION MAP

PLAN
 SHOWING LOCATION OF
 PROPOSED TUNNEL
 TO BE CONSTRUCTED UNDER
 ELEVENTH AVENUE,
 BOROUGH OF MANHATTAN,
 TO ACCOMPANY APPLICATION
 DATED OF
 NATIONAL RAILROAD
 PASSENGER CORPORATION
 TO THE
 DEPARTMENT OF TRANSPORTATION
 CITY OF NEW YORK
 NATIONAL RAILROAD PASSENGER CORPORATION

BY:  PRES.
 STEPHEN GARDNER
 VICE PRESIDENT

ZONING INFORMATION
 CE-2
 SPECIAL HUDSON YARDS DISTRICT

CHARACTER OF MATERIALS
 REINFORCED CAST-IN-PLACE
 CONCRETE

FOR PERMITTING PURPOSES ONLY
 NOT FOR CONSTRUCTION

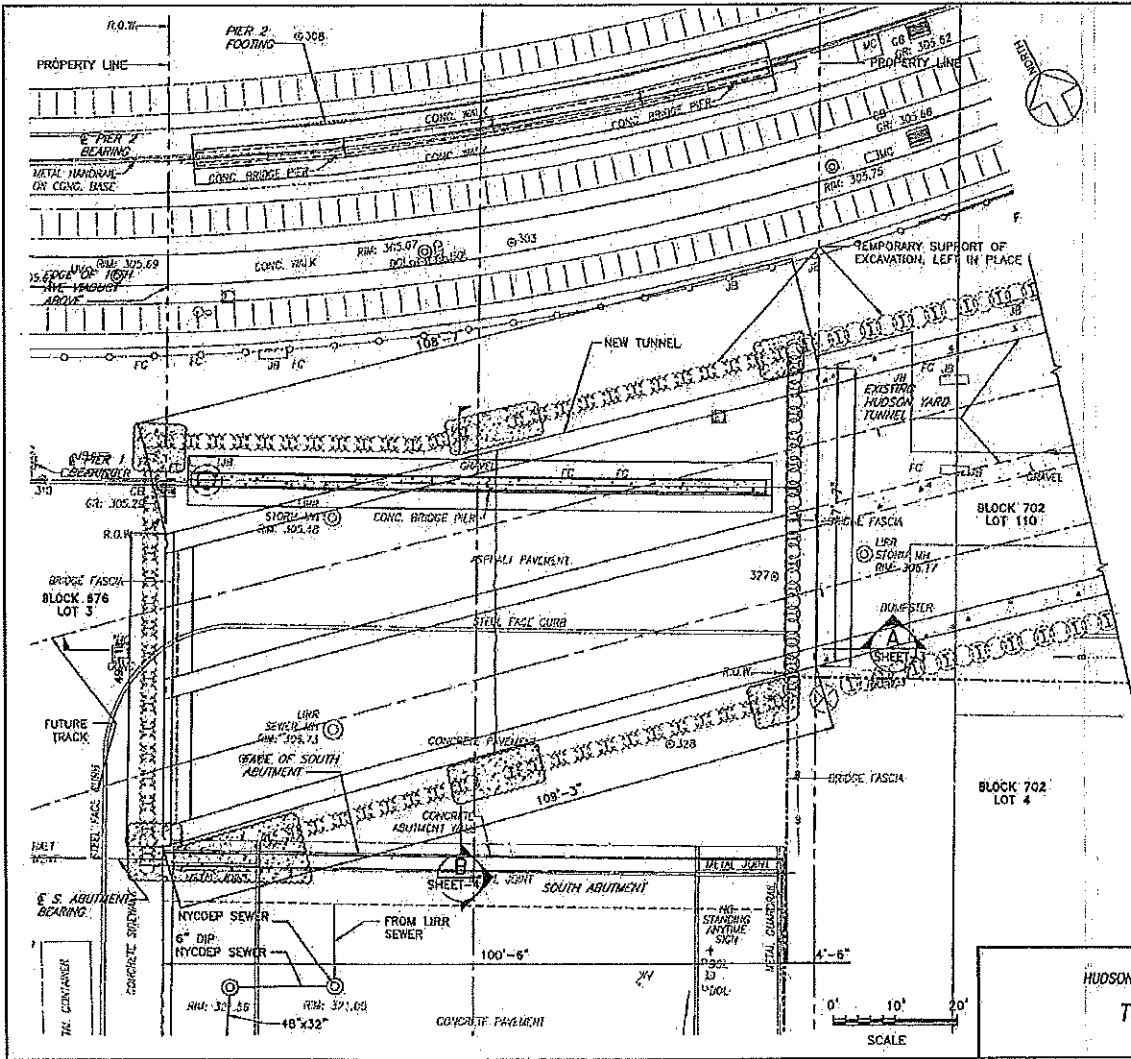


COST OF REMOVAL AND RESTORATION \$100 K
 NOTE: PROPOSED CONSTRUCTION SHOWN RED

AMTRAK
 HUDSON YARDS PHASE II - 11 TH AVENUE

PROJECT LOCATION PLAN

SHEET 1 OF 4

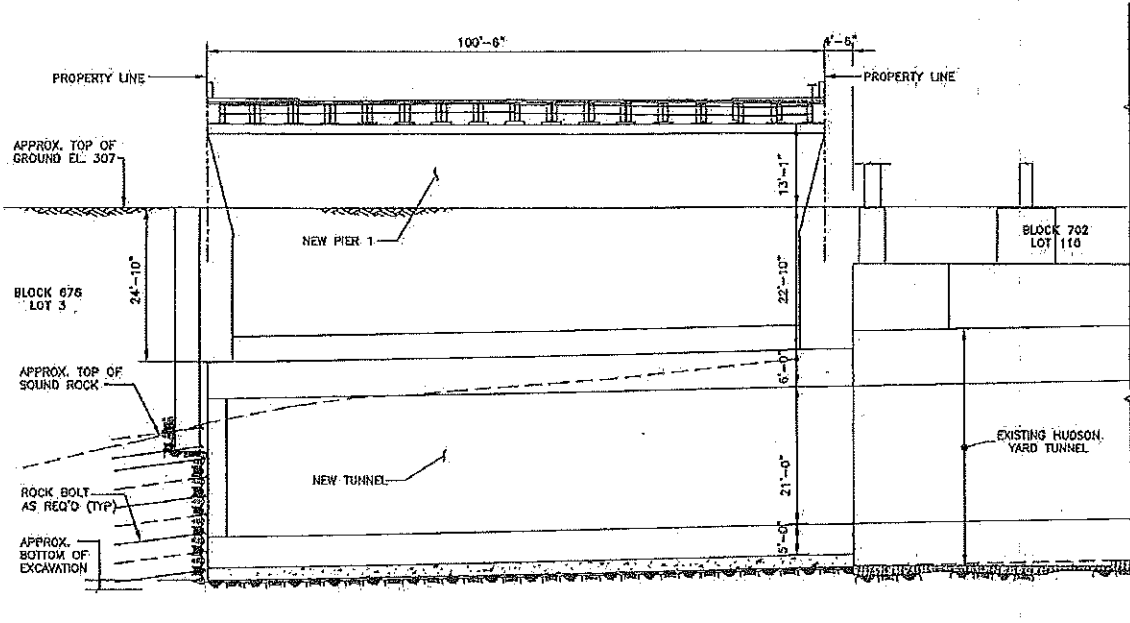


NOTE:
 1. NO DEP UTILITIES CROSS THE TUNNEL FOOTPRINT.

FOR PERMITTING PURPOSES ONLY
 NOT FOR CONSTRUCTION



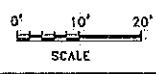
AMTRAK
 HUDSON YARDS PHASE II - 11TH AVENUE
TUNNEL ROOF PLAN
 SHEET 2 OF 4



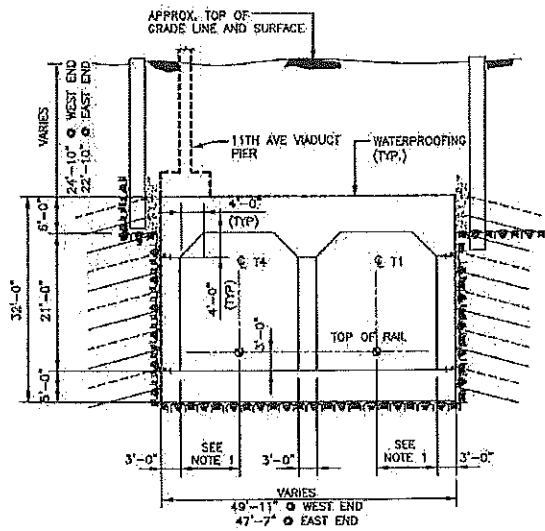
FOR PERMITTING PURPOSES ONLY.
NOT FOR CONSTRUCTION

TUNNEL LONGITUDINAL SECTION **A**
SHEET-2

NOTE:
1. NO DEP UTILITIES CROSS THE TUNNEL FOOTPRINT.



AMTRAK
HUDSON YARDS PHASE II - 11 TH AVENUE
TUNNEL LONGITUDINAL SECTION
SHEET 3 OF 4

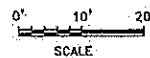


TUNNEL CROSS SECTION **B**
SHEET-2

NOTES:

1. DIMENSIONS TO INSIDE FACES OF EXTERNAL STRUCTURAL WALLS VARY AND ARE SET OUT USING ALIGNMENT, GEOMETRY.
2. NO DEP. UTILITIES CROSS THE TUNNEL FOOTPRINT.

FOR PERMITTING PURPOSES ONLY
NOT FOR CONSTRUCTION



AMTRAK
HUDSON YARDS PHASE II - 11 TH AVENUE
TUNNEL CROSS SECTION
SHEET 4 OF 4

Attachment to Contract

AFFIRMATION

The undersigned petitioner affirms and declares that said petitioner is not in arrears to the City of New York upon debt, contract, or taxes and is not a defaulter, as surety or otherwise, upon obligation to the City of New York, and has not been declared not responsible, or disqualified, by any agency of the City of New York, nor is there any proceeding pending relating to the responsibility or qualification of the petitioner to receive public contracts except as shown in Exhibit A.

Full name of A, B, C, or D: NATIONAL RAILROAD PASSENGER CORPORATION

Address: 60 MASSACHUSETTS AVE.

City: WASHINGTON State: D.C. Zip Code: 20002

CHECK ONE BOX AND INCLUDE APPROPRIATE NUMBER:

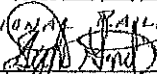
A - Individual or Sole Partnership*
SOCIAL SECURITY NUMBER

B - Partnership, Joint Venture or other unincorporated organization
EMPLOYER IDENTIFICATION NUMBER

C - Corporation
EMPLOYER IDENTIFICATION NUMBER

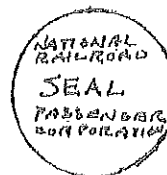
D - Limited Liability Company
EMPLOYER IDENTIFICATION NUMBER

520910053
NATIONAL RAILROAD PASSENGER CORPORATION

By: 
(Signature) STEPHEN GARDNER

Vice President, NEC ITO
(Title) VICE PRESIDENT, NEC ITO

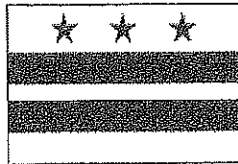
If a corporation
place seal here



Must be signed by an officer or duly authorized representative.

* Under the Federal Privacy act the furnishing of Social Security Numbers by bidders on City contracts is voluntary. Failure to provide a Social Security Number will not result in a petitioner's disqualification. Social Security Number will not be used to identify petitioners to ensure their compliance with laws, to assist the City enforcement of laws as well as to provide the City a means of identifying businesses which seek City contracts.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

NATIONAL RAILROAD PASSENGER CORPORATION

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 8/25/2014 12:17 PM

Business and Professional Licensing Administration



A handwritten signature in cursive script that reads "Patricia E. Grays".

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: hx6pdM6X

Filing Fee 10.00
Indexing Fee 2.00
Init. Lic. Fee 25350.00

ARTICLES OF INCORPORATION
OF
NATIONAL RAILROAD PASSENGER CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, and citizens of the United States of America, acting as incorporators appointed by the President of the United States under Section 302 of the Rail Passenger Service Act of 1970, Public Law 91-518, approved October 30, 1970, 84 Stat. 1327, and desiring to organize a corporation under said Act and under the District of Columbia Business Corporation Act (29 D.C. Code, Chapter 9), adopt, by direction of all the Incorporators so appointed, the following Articles of Incorporation for such Corporation.

ARTICLE I

Section 1.01. The name of the corporation is:

NATIONAL RAILROAD PASSENGER CORPORATION.

Section 1.02. As used in these Articles—

(a) "Passenger Service Act" means the Rail Passenger Service Act of 1970, Public Law 91-518, approved October 30, 1970, 84 Stat. 1327, including any amendments thereto as may be made from time to time.

(b) "Corporation Act" means the District of Columbia Business Corporation Act, 29 D.C. Code, Chapter 9, including any amendments thereto as may be made from time to time.

(c) "Incorporators" means the persons appointed by the President of the United States as incorporators pursuant to Section 302 of the Passenger Service Act.

(d) Any term defined in Section 102 of the Passenger Service Act and not otherwise defined in these Articles shall have the meaning assigned to such term in such Section 102.

ARTICLE II

Section 2.01. The period of duration of the Corporation is perpetual.

ARTICLE III

Section 3.01. The purposes for which the Corporation is organized are—

FILED
MAR 30 1971
BY: *cls*

(a) To provide intercity rail passenger service and generally to further and carry out the purposes and achieve the objectives of the Passenger Service Act; and

(b) To do everything necessary, desirable, advisable or convenient for the furtherance and accomplishment of the purposes and the achievement of the objectives of the Passenger Service Act, and to do all other things incidental thereto or connected therewith, including without limitation, to acquire, own, use, convey and otherwise dispose of and deal in real and personal property or any interest therein.

Section 3.02. The Corporation—

(a) Shall have all of the powers set forth in the Passenger Service Act as the powers of the corporation authorized to be created by such Act; and

(b) Shall have all of the powers set forth in the Corporation Act as the powers of a corporation organized under the Corporation Act.

ARTICLE IV

Section 4.01. The aggregate number of shares which the Corporation is authorized to issue is 41,000,000 consisting of 1,000,000 shares of Preferred Stock, par value \$100 per share, and 40,000,000 shares of Common Stock, par value \$10 per share.

Section 4.02(a). The Preferred Stock may be divided into and issued in one or more series. All shares of Preferred Stock shall be of equal rank and shall be identical except in respect of the rate of dividend and in respect of the matters that may be fixed by the Board of Directors as hereinafter provided, and each share of each series shall be identical with all other shares of such series except as to the date from which dividends are cumulative. Subject to the provisions of Sections 4.02(b) to 4.02(g), inclusive, which provisions shall apply to all Preferred Stock, the Board of Directors hereby is expressly authorized to divide such Preferred Stock into one or more series and with respect to each such series prior to the issuance of any shares thereof to fix:

(i) The number of shares of the series, which number the Board of Directors may (except where otherwise provided in the creation of the series) increase or decrease (but not below the number of shares thereof then outstanding).

REGISTER OF DEEDS D.C.
CORP. DIV.

1971 MAR 23 AM 11 49

(ii) The dates at which dividends, if declared, shall be payable, and the dates from which dividends shall be cumulative.

(iii) The price at and the terms and conditions on which shares of the series may be redeemed, subject to the provisions of Section 4.06 hereof.

(iv) Sinking-fund provisions, if any, for the purchase or redemption of shares of the series.

(v) Additional voting rights, if any, not inconsistent with those provided in Section 4.02(f) hereof.

The Board of Directors is authorized to adopt from time to time resolutions fixing with respect to each such series the matters described in clauses (i) through (v) above and such resolutions shall be effective when a statement thereof is filed pursuant to Section 908a of the Corporation Act.

Section 4.02(b). The holders of Preferred Stock of each series, in preference to the holders of Common Stock, shall be entitled to receive out of any funds legally available and when and as declared by the Board of Directors dividends in cash at the rate fixed in these Articles for such series and no more, payable quarterly on the dates fixed for such series. Such dividends shall be cumulative, in the case of shares of each particular series, from and after the date or dates fixed with respect to such series. No dividends may be paid upon or declared or set apart for any of the Preferred Stock unless at the same time a like proportionate dividend for the same quarterly dividend period shall be paid upon or declared or set apart for all Preferred Stock of all series then issued and outstanding and entitled to receive such dividend.

Section 4.02(c). In no event so long as any Preferred Stock shall be outstanding shall any dividends be paid or declared or any distribution be made on the Common Stock, nor shall any Common Stock be purchased, retired or otherwise acquired by the Corporation, unless all accrued and unpaid dividends on Preferred Stock for the current quarterly dividend period shall have been declared and paid or a sum sufficient for payment thereof set apart.

Section 4.02(d). Subject to the terms of each series and to the provisions of Section 4.02(g) and Section 4.06, the Corporation may from time to time redeem all or any part of the Preferred Stock of any series at the time outstanding at the option of the Board of

Directors at the applicable redemption price for such series fixed in accordance with the provisions of Section 4.02(a), together in each case with accrued and unpaid dividends to the redemption date.

Notice of every such redemption shall be mailed, postage prepaid, to the holders of record of the Preferred Stock to be redeemed at their respective addresses then appearing on the books of the Corporation, not less than thirty nor more than sixty days prior to the date fixed for redemption. At any time before or after notice has been given as above provided, the Corporation may deposit the aggregate redemption price of the shares of Preferred Stock to be redeemed with any bank or trust company having capital and surplus of more than \$5,000,000, named in such notice, and direct that such amount be paid to the respective holders of the shares of Preferred Stock so to be redeemed, on surrender of the stock certificate or certificates held by such holders. Upon the making of such deposit and the giving of such notice, such holders shall cease to be shareholders with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares except only to receive such money from such bank or trust company without interest or to exercise, on or before the redemption date, any unexpired privileges of conversion. In case less than all of the outstanding shares of a series of Preferred Stock are to be redeemed, the Corporation shall select by lot the shares to be redeemed in such manner as shall be prescribed by the Board of Directors.

If the holders of shares of Preferred Stock which shall have been called for redemption, and which shall not have been converted on or before the redemption date, shall not, within six years after such deposit, claim the amount deposited for the redemption thereof, any such bank or trust company shall, upon demand, pay over to the Corporation such unclaimed amounts and thereupon such bank or trust company and the Corporation shall be relieved of all responsibility in respect thereof and to such holders.

Any shares of Preferred Stock which are redeemed by the Corporation pursuant to the provisions of this Section and any shares of Preferred Stock which are purchased or otherwise acquired by the Corporation, including any shares of Preferred Stock converted into shares of Common Stock, shall be cancelled and shall be restored to the status of authorized but unissued shares of Preferred Stock without serial designation.

Section 4.02(e). The holders of Preferred Stock of any series shall, in case of liquidation, dissolution or winding up of the affairs of the Corporation, be entitled to receive in full out of the assets of the Corporation, including its capital, before any amount shall be paid or distributed among the holders of the Common Stock, an amount equal to \$100 per share plus an amount equal to all dividends accrued and unpaid thereon to the date of payment of the amount due pursuant to such liquidation, dissolution or winding up of the affairs of the Corporation. In case the net assets of the Corporation legally available therefor are insufficient to permit the payment upon all outstanding shares of Preferred Stock of the full preferential amount to which they are respectively entitled, then such net assets shall be distributed ratably upon outstanding shares of Preferred Stock in proportion to the full preferential amount to which each such share is entitled. After payment to the holders of Preferred Stock of the full preferential amounts as aforesaid, holders of Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or winding up of the affairs of the Corporation for the purposes of this Section.

Section 4.02(f). Except as otherwise provided in Section 4.07 hereof, the holders of Preferred Stock shall be entitled to ten votes for each share of such stock upon all matters presented to the shareholders; and, except as provided for herein or required by law, the holders of Preferred Stock and Common Stock shall vote together as one class on all matters.

Section 4.02(g). Subject to and upon compliance with the provisions of this Section, shares of Preferred Stock of each series at any time outstanding shall be convertible, at the option of the holders thereof, at any time (or, in the case of shares called for redemption, then until and including the close of business on the date fixed for redemption but not thereafter if payment of the redemption price has been duly provided for by the date fixed for redemption) into fully paid and nonassessable shares of Common Stock at the rate of ten shares of Common Stock for each share of Preferred Stock.

The holder of each share of Preferred Stock may exercise the conversion privilege in respect thereof by delivering to the Corporation or to any transfer agent of the Preferred Stock of such series the certificate for the share to be converted accompanied by written notice that the holder elects to convert such share. Conversion shall be deemed to have been effected immediately prior to the close of business on the date when such delivery is made, and such date is referred to in this Section as the "conversion date." On the conversion date or as promptly thereafter as practicable the Corporation shall issue and deliver to the holder of the shares of Preferred Stock surrendered for conversion, or on his written order, a certificate for the number of shares of Common Stock issuable upon the conversion of such shares of Preferred Stock. The person in whose name the stock certificate is to be issued shall be deemed to have become a holder of Common Stock of record on the conversion date. No adjustment shall be made for any dividends on such shares of Preferred Stock or for dividends on the shares of Common Stock issued on conversion.

The Corporation shall reserve and keep available out of the authorized and unissued shares of Common Stock the full number of shares of Common Stock into which all shares of Preferred Stock from time to time outstanding are convertible, but shares of Common Stock held in the treasury of the Corporation may in its discretion be delivered upon conversion of shares of Preferred stock.

Section 4.03. There are hereby created nine series of Preferred Stock having the following respective designations, and entitled to dividends at the following respective rates per share:

Designation of Series	Dividend Rate Per Share
\$6.00 Cumulative Convertible Preferred Stock	\$ 6.00 per annum
\$6.50 Cumulative Convertible Preferred Stock	\$ 6.50 per annum
\$7.00 Cumulative Convertible Preferred Stock	\$ 7.00 per annum
\$7.50 Cumulative Convertible Preferred Stock	\$ 7.50 per annum
\$8.00 Cumulative Convertible Preferred Stock	\$ 8.00 per annum

<u>Designation of Series</u>	<u>Dividend Rate Per Share</u>
\$8.50 Cumulative Convertible Preferred Stock	\$ 8.50 per annum
\$9.00 Cumulative Convertible Preferred Stock	\$ 9.00 per annum
\$9.50 Cumulative Convertible Preferred Stock	\$ 9.50 per annum
\$10.00 Cumulative Convertible Preferred Stock	\$10.00 per annum

Each such series shall have the relative rights and preferences set forth in Sections 4.02(b) to 4.02(g) hereof, inclusive. The Board of Directors may fix the number of shares and other relative rights and preferences of each such series in accordance with the provisions of Section 4.02(a) hereof.

Section 4.04. The Common Stock shall be subject to the terms of the Preferred Stock and each series thereof. Each share of Common Stock shall be equal to every other share of Common Stock. Subject to the preferential rights of the Preferred Stock, the holders of Common Stock shall be entitled to such dividends as the Board of Directors may declare from funds legally available therefor. Except as provided in Section 4.07 hereof, the holders of shares of Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the shareholders; and except as provided for herein or required by law, the holders of Common Stock and Preferred Stock shall vote together as one class on all matters.

Section 4.05. No holder of shares of any class of the Corporation now or hereafter outstanding shall have any preemptive right to purchase or have offered to him for purchase any shares or other securities of the Corporation, whether now or hereafter authorized.

Section 4.06. The Corporation shall not redeem or repurchase any shares of any issue of its stock prior to November 1, 1975. The conversion of Preferred Stock into Common Stock pursuant to Section 4.02(g) hereof and the surrender to the Corporation of Common Stock pursuant to Section 401(a) (3) of the Passenger Service Act shall not constitute a redemption or purchase of the Preferred Stock so converted or of the Common Stock so surrendered for purposes of this Section.

Section 4.07. In all elections for Directors the holders of Preferred Stock shall only be entitled to vote separately as a class for the Directors to be elected by the Preferred Stock and the holders of Common Stock shall only be entitled to vote separately as a class for the Directors to be elected by the Common Stock.

In all such elections each holder of Preferred Stock entitled to vote shall have the right to vote, in person or by proxy, the number of shares of Preferred Stock held by him for as many persons as there are Directors to be elected by the Preferred Stock, or to cumulate said shares and give one candidate as many votes as the number of Directors to be elected by the Preferred Stock multiplied by the number of his shares of Preferred Stock shall equal, or to distribute such votes on the same principle among any number of such candidates.

In all such elections each holder of Common Stock entitled to vote shall have the right to vote, in person or by proxy, the number of shares of Common Stock held by him for as many persons as there are Directors to be elected by the Common Stock, or to cumulate said shares and give one candidate as many votes as the number of Directors to be elected by the Common Stock multiplied by the number of his shares of Common Stock shall equal, or to distribute such votes on the same principle among any number of such candidates.

ARTICLE V

Section 5.01. The issuance, transfer, holding and ownership of shares of the Corporation shall be subject to the limitations and restrictions thereon set forth in the Passenger Service Act; provided, however, that for purposes of such limitations and restrictions, shares of the Corporation the holder of record of which is (i) a commercial bank or trust company subject to regulation or examination under the laws of the United States or any State of the United States or the nominee of any such bank or trust company, (ii) a securities broker or dealer having its principal place of business in the United States and registered in accordance with Section 15 of the Securities Exchange Act of 1934 or the nominee of any such broker or dealer, or (iii) a clearing corporation, as defined in Section 8-102 of the District of Columbia Uniform Commercial Code (D.C. Code §28: 8-102), or the nominee of any such clearing corporation, shall not be deemed to be owned by such holder of record if such shares are beneficially owned by and are held subject to the direction or control

of a person or persons other than such bank, trust company, broker, dealer, clearing corporation or nominee.

Section 5.02. The Board of Directors may by By-laws establish or authorize such procedures consistent with the provisions of applicable law and of these Articles relating to the issuance, transfer, holding, ownership and voting of shares of the Corporation as the Board of Directors deems necessary or appropriate to carry out the provisions of the Passenger Service Act and these Articles.

Section 5.03. Any holder of record of one or more shares of the Corporation shall, regardless of the percentage of outstanding shares of the Corporation held by him, have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the Corporation's record of shareholders and to make extracts therefrom.

Section 5.04. Nothing in these Articles shall be deemed to render invalid any action taken by vote of the shareholders of the Corporation on the ground that in the taking of such action shares were voted in violation of the provisions of these Articles or of any By-law, rule or regulation adopted by virtue of Section 5.02 of these Articles unless the Corporation at the time of such vote had actual knowledge that the voting of such shares would be in violation thereof.

ARTICLE VI

Section 6.01. The minimum amount of capital with which the Corporation shall commence business shall be not less than \$1,000.

ARTICLE VII

Section 7.01. The Board of Directors of the Corporation shall consist of eleven persons until one or more shares of Preferred Stock shall have been issued and thereafter shall consist of fifteen persons, who are citizens of the United States, one of whom shall be elected annually by the Board to serve as Chairman. The Directors shall be appointed or elected as follows:

(a) Eight Directors shall be appointed by the President of the United States in accordance with the provisions of Section 303(a) of the Passenger Service Act.

(b) Subject to the provisions of Section 7.01(e) hereof, three Directors shall be elected annually by the holders of Common Stock

in accordance with the provisions of Section 303 (a) of the Passenger Service Act to serve until the next annual meeting of shareholders and until their successors have been elected and qualified.

(c) As soon as practicable after the first issuance of any of the Preferred Stock, the holders of the Preferred Stock shall elect four Directors and, subject to the provisions of Section 7.01 (e) hereof, four Directors shall thereafter be elected annually by the holders of Preferred Stock in accordance with the provisions of Section 303 (a) of the Passenger Service Act to serve until the next annual meeting of shareholders and until their successors have been elected and qualified.

(d) A majority of the number of Directors at the time fixed by these Articles, but in no event less than seven, shall constitute a quorum for the purpose of conducting the business of the Board.

(e) At any time when the aggregate number of shares of Preferred Stock which shall theretofore have been converted into Common Stock shall be twenty-five per centum or more of the aggregate number of shares of Preferred Stock theretofore outstanding (considering for the purpose of this Section 7.01 (e) as having been outstanding the aggregate number of shares theretofore issued less the aggregate number of shares theretofore redeemed or otherwise acquired by the Corporation other than by conversion into Common Stock), the number of Directors to be elected by the holders of Common Stock and by the holders of Preferred Stock shall thereafter be as follows:

When the Percentage of Preferred Stock Converted Determined As Above Provided Is			Holders of Common Stock Shall Elect the Following Number of Directors	Holders of Preferred Stock Shall Elect the Following Number of Directors
At Least	But	Less Than		
0%		25%	3	4
25%		50%	4	3
50%		75%	5	2
75%		100%	6	1
100%			7	0

Any decrease or increase in the number of Directors which the holders of Preferred Stock and of Common Stock are entitled to elect by reason of the foregoing shall take effect at the next succeeding annual meeting of the shareholders; provided that in no event shall

the holders of Preferred Stock be entitled to elect more than four Directors.

Section 7.02. Vacancies in the Board of Directors may be filled only as follows:

(a) Any vacancy existing among the eight Directors appointed by the President of the United States may be filled by the President of the United States in accordance with the provisions of Section 303(a) of the Passenger Service Act.

(b) Any vacancy existing among the Directors to be elected by the holders of Common Stock may be filled by the affirmative vote of a majority of the remaining Directors, if more than one, elected by the holders of Common Stock. In the event that there are no remaining Directors elected by the holders of Common Stock, or only one such Director, then unless the next annual meeting of shareholders is to be held within ninety days after such last vacancy has occurred, the Secretary of the Corporation shall promptly call a special meeting of the holders of Common Stock for the purpose of filling each such vacancy. Such meeting shall be governed by the provisions of these Articles and the Corporation's By-laws pertaining to special meetings of shareholders and to the election of Directors.

(c) Any vacancy existing among the Directors elected by the holders of Preferred Stock may be filled by the affirmative vote of a majority of the remaining Directors, if more than one, elected by the holders of Preferred Stock. In the event there are no remaining Directors elected by the holders of the Preferred Stock, or only one such Director, then unless the next annual meeting of the shareholders is to be held within ninety days after such last vacancy has occurred, the Secretary of the Corporation shall promptly call a special meeting of the holders of Preferred Stock for the purpose of filling each such vacancy. Such meeting shall be governed by the provisions of these Articles and the Corporation's By-laws pertaining to special meetings of shareholders and to the election of Directors.

(d) Any Director appointed or elected to fill a vacancy shall be appointed or elected only for the unexpired term of the Director whom he succeeds.

Section 7.03. Any Director may also serve the Corporation in any other capacity and shall receive for such services such remuneration as shall be authorized by the Board of Directors.

Section 7.04. Funds of or belonging to the Corporation, and any other funds that may be available therefor, may be used to pay or reimburse any Incorporator, Director or other person for reasonable expenses (including compensation for services) and obligations authorized or approved by the Incorporators or the Board of Directors heretofore or hereafter incurred in connection with the initial organization and operation of the Corporation and activities and transactions incident thereto.

Section 7.05. The Incorporators, Directors and officers of the Corporation, as well as other persons specified in the By-laws, shall have such rights of indemnification by the Corporation, including provision for insurance, as are provided in or authorized by the By-laws, without prejudice to any other rights of indemnification or other rights to which any such persons may be entitled.

Section 7.06. Directors and officers shall have such qualifications as are set forth in the Passenger Service Act.

ARTICLE VIII

Section 8.01. The address, including street and number, of the initial registered office of the Corporation is:

918 Sixteenth Street, N.W.
c/o C T Corporation System
Washington, D. C. 20006

and the name of its initial registered agent at such address is:

C T Corporation System

ARTICLE IX

Section 9.01. The number of Directors constituting the initial Board of Directors of the Corporation is eight. The names and addresses, including street and number, if any, of the persons who are to serve as Directors until April 29, 1971 and until their successors are appointed are:

<u>Name</u>	<u>Address</u>
Catherine May Bedell	4101 Cathedral Avenue, N.W. Washington, D. C. 20016
Frank S. Besson, Jr.	1116 Collingwood Road Alexandria, Virginia 22308
David E. Bradshaw	230 North Michigan Avenue Chicago, Illinois 60601
John J. Gilhooly	230 Park Avenue New York, New York 10017
David W. Kendall	1881 First National Building Detroit, Michigan 48226
Arthur D. Lewis	1 Battery Park Plaza New York, New York 10004
Charles Luna	15401 Detroit Avenue Lakewood, Ohio 44107
John P. Olsson	8023 Fenway Road Bethesda, Maryland 20034

ARTICLE X

Section 10.01. The name and address, including street and number, if any, of each incorporator is:

<u>Name</u>	<u>Address</u>
Catherine May Bedell	4101 Cathedral Avenue, N.W. Washington, D. C. 20016
Frank S. Besson, Jr.	1116 Collingwood Road Alexandria, Virginia 22308
David E. Bradshaw	230 North Michigan Avenue Chicago, Illinois 60601
John J. Gilhooly	230 Park Avenue New York, New York 10017
David W. Kendall	1881 First National Building Detroit, Michigan 48226
Arthur D. Lewis	1 Battery Park Plaza New York, New York 10004
Charles Luna	15401 Detroit Avenue Lakewood, Ohio 44107
John P. Olsson	8023 Fenway Road Bethesda, Maryland 20034

ARTICLE XI

Section 11.01. The Corporation reserves the right to amend these Articles in the manner now or hereafter prescribed by law; provided that—

(a) No amendment before the acceptance by the Board of Directors of any subscription to shares of the Corporation's stock shall become effective unless it has been approved by the President of the United States.

(b) After acceptance by the Board of Directors of any subscription to shares of the Corporation's stock, no amendment shall become effective unless notice of the meeting of the Board of Directors called for the purpose of considering such amendment, including a statement of the proposed amendment or of the substance thereof, shall have been mailed, telegraphed or delivered to each Director and a copy thereof shall have been mailed, telegraphed or delivered to the President of the United States, and any other person or persons whom the President of the United States may have designated from time to time, at least ten days before the date of such meeting.

Dated March 22, 1971

Catherine Gray Bedell
CATHERINE GRAY BEDELL

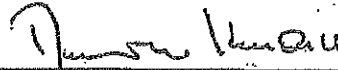
Frank S. Besson, Jr.
FRANK S. BESSON, JR.

David E. Bradshaw
DAVID E. BRADSHAW

John J. Gilhooly
JOHN J. GILHOOLY

RECORDER OF DEEDS, D.C.
CORP. DIV.

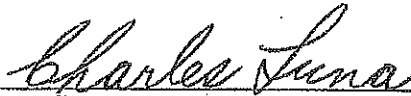
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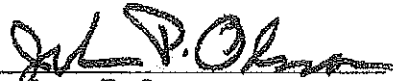
DAVID W. KENDALL



ARTHUR D. LEWIS



CHARLES LUNA



JOHN P. OLSSON

INCORPORATORS

The foregoing Articles of Incorporation of National Railroad Passenger Corporation are hereby approved pursuant to Section 302 of the Rail Passenger Service Act of 1970 this 16th day of March, 1971.


PRESIDENT OF THE UNITED STATES