



March 20, 2006

Michael Lieder, Esq.
Sprenger & Lang
1400 Eye Street, NW
Suite 500
Washington, DC 20005

Re: Amendment II to Interim Agreement

Dear Mike:

This is in reference to our recent discussions regarding Article 12, concerning the selection of candidates for NORAC training as set forth in the parties' Interim Agreement reached pursuant to the Thornton, et al Consent Decree.

Article 12 provides that employees shall send requests for the initial NORAC training program in writing directly to the contact persons in Training Administration and candidates for any training programs are to be selected based on the seniority of the individuals who submitted these requests. Because this has led to instances where more senior employees who had not submitted requests were unable to attend NORAC training when a position was advertised, the parties have agreed to abolish the requirement that employees be selected from the pool of employees who submitted requests for NORAC training. This confirms our understanding that when NORAC training is offered by Amtrak, it will be advertised and candidates will be selected pursuant to the terms of the collective bargaining agreement's bulletin, assignment and seniority rules for the assignment of employees to NORAC training and that Article 12 of the Interim Agreement is null and void.

If the above properly reflects our understanding, please sign below.


On Behalf of National Railroad Passenger Corporation

A handwritten signature in black ink, appearing to read "William Herrmann", written over a horizontal line.

William Herrmann
Deputy General Counsel

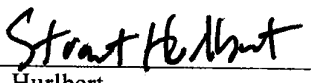
Date: 03/20/2006

**On Behalf of Brotherhood of Maintenance
Of Way Employees**




J. Dodd
General Chairperson
Pennsylvania Federation, BMW

Date: 4-12-06



S. Hurlbert
General Chairperson
Northeastern System Federation, BMW

Date: 4-12-06



Michael D. Lieder, Esq.
Counsel

Date: 4-6-06