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May 21, 2012

VIA ELECTRONIC MAIL: BLETGCA@OPTONLINE.NET; MBK11@COMCAST.COM

Mr. Mark B. Kenny
General Chairman
Brotherhood of Locomotive Engineers and Trainmen
1985 Highway 34, Suite A7A-1
Wall, New Jersey 07719

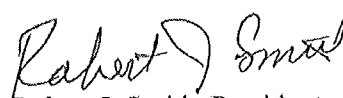
Re: Side Letter Acknowledging Equivalence of Health and Welfare Benefits

Dear Mark:

This letter acknowledges that the health and welfare benefits established by TASI effective as of the date operations commence on May 26, 2012 and as reflected in the attached handbook, satisfy TASI's obligation pursuant to the Operating Agreement between TASI and JPB and the Implementing Agreement between TASI and the Organization to provide health and welfare benefits equivalent to those in effect on Amtrak as of the day prior to TASI's commencement of service.

If this agreement meets with your approval please sign the letter and return a copy to me. Thank you for your cooperation in this matter.

Very truly yours,

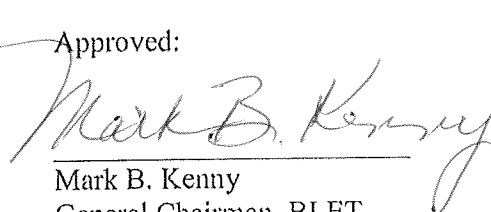

Robert J. Smith, President

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Enclosure

cc: Michael F. Delaney

Approved:


Mark B. Kenny
General Chairman, BLET

OP 636811.1