

7829-IV

RECORDATION NO. Filed & Recorded

NOV 25 1975 -4 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT

AMENDMENT, dated as of November 15, 1975 among FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity but solely as trustee (hereinafter called the Trustee) and NATIONAL RAILROAD PASSENGER CORPORATION (hereinafter called AMTRAK).

WHEREAS, the Trustee and AMTRAK have entered into five separate equipment leases dated as of June 1, 1974 (hereinafter referred to individually as a "Lease" and collectively as the "Leases");

WHEREAS, the Trustee has entered into an Amendment to Trust Agreement dated as of November 15, 1975, with the institutions listed in Schedule A thereto (hereinafter called the Trustors); and

WHEREAS, the Trustee and AMTRAK desire to amend certain of the Leases in order to accomplish the reallocation of Equipment:

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. Schedule A of Lease No. 1 is amended by deleting from the fifth column thereof the numbers "950-956" appearing therein and inserting in lieu thereof the numbers "951-956, 964".

2. Schedule A of Lease No. 3 is amended by deleting from the fifth column thereof the number "964" appearing therein, and inserting in lieu thereof the number "950".

3. This Amendment may be executed in counterparts and it shall not be necessary for each party to execute the same counterpart so long as each party shall execute one counterpart which shall be delivered to the other party thereto.

IN WITNESS WHEREOF, the parties have caused their names to be signed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested to be hereunto affixed as of the day and year first above written.

FIRST SECURITY BANK OF UTAH, N.A.,
as Trustee

(Corporate Seal)

By Clerk H. Brown III

Attest: Michael Fisher

NATIONAL RAILROAD PASSENGER CORPORATION

(Corporate Seal)

By Don D. Gray

Attest: Clayton G. Wanda

APPROVAL OF THE ADMINISTRATOR

The Federal Railroad Administrator on behalf of the Secretary of the Department of Transportation of the United States of America does hereby approve the foregoing Amendment Agreement in accordance with Section 26.13 of each of the Equipment Leases dated as of June 1, 1974, between First Security Bank of Utah, N.A., as trustee and National Railroad Passenger Corporation and related documents.

FEDERAL RAILROAD ADMINISTRATOR

By Asaph A. Hall

Date _____

Attest: Pat O'Reill

CONSENT AND ACKNOWLEDGEMENT

The undersigned hereby consents to and acknowledges the foregoing Amendment Agreement.

FEDERAL FINANCING BANK

By R. M. Jones

Date 11/25/75

Attest: Charles H. Cook

CITY OF WASHINGTON)
) ss.
DISTRICT OF COLUMBIA)

On this *25th* day of *November* 1975, before me personally appeared *Asaph H. Hall*, to me personally known, who being be me duly sworn, says that he is the Federal Railroad Administrator, that the foregoing instrument was signed by him by authority duly delegated to him by the Secretary of Transportation; and he acknowledged that the execution of the foregoing instrument was his free act and deed as the Deputy Federal Railroad Administrator.



Notary Public

My Commission Expires January 14, 1979

(SEAL)

My Commission Expires:

CITY OF WASHINGTON)
DISTRICT OF COLUMBIA)

On this *24th* day of *November*, 1975, before me personally appeared *Ralph M. Forbes*, to me personally known, who being by me duly sworn, says that he is _____ of FEDERAL FINANCING BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Richard E. Kaufman Jr.
Notary Public

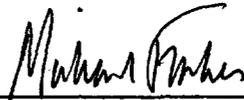
[Notarial Seal]

My Commission Expires:

My Commission Expires September 30, 1980

CITY OF WASHINGTON)
) ss.
DISTRICT OF COLUMBIA

On this 25 day of November 1975, before me personally appeared Charles M. Hobson, III, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, National Association, that one of the seals affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Notary Public

(SEAL)

My Commission expires:

My Commission Expires January 14, 1979

CITY OF WASHINGTON)
)
DISTRICT OF COLUMBIA)

On this 25 day of November 1975, before me personally appeared Don R. Brazier, to me personally known, who being by me duly sworn, says that he is Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Notary Public

(SEAL)

My Commission expires:

My Commission Expires January 14, 1979