

9-268A044



September 25, 1989

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 15701-A FILED 1425

SEP 25 1989 9:48

INTERSTATE COMMERCE COMMISSION

15701-18
SEP 25 2 19 PM '89
RECORDS UNIT

Dear Ms. McGee:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

1. Security Agreement (Mortgage) Supplement dated as of July 15, 1989, a secondary document which supplements the Security Agreement (Mortgage) ("Security Agreement") dated as of June 30, 1988, between Export Development Corporation ("EDC") and the National Railroad Passenger Corporation ("Amtrak"), which was filed under Recordation No. 15701.

2. Confirmatory Supplement dated as of September 25, 1989, a secondary document which supplements the Security Agreement filed under Recordation No. 15701.

3. Lease of Railroad Equipment dated as of July 15, 1989, a primary document which includes the Lease Supplement No. 1 dated as of September 25, 1989.

4. Lessee Security Agreement (Mortgage) dated as of July 15, 1989, a primary document which includes the Lessee Security Agreement Supplement No. 1 dated as of September 25, 1989.

5. Sublease of Railroad Equipment dated as of July 15, 1989, a primary document which includes the Sublease Supplement No. 1 dated as of September 25, 1989.

6. Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of July 15, 1989, a primary document which includes the Indenture Supplement No. 1 dated as of September 25, 1989.

7. FRA Subordinated Security Agreement dated as of September 1, 1989, a primary document.

8. Cure Rights Agreement dated as of September 1, 1989, a primary document.

Amtrak requests that all of the documents listed herein, whether primary or secondary, be filed under Recordation No. 15701.

William A. Eisenberg

The parties to the above-listed documents include the following:

1 and 2. the Security Agreement (Mortgage) Supplement and the Confirmatory Supplement: EDC as mortgagee and Amtrak as mortgagor.

3, 4 and 5. the Lease of Railroad Equipment, the Lessee Security Agreement (Mortgage), Sublease of Railroad Equipment, and Supplements No. 1 thereto: Amtrak as, respectively, lessor, mortgagor, and sublessee; Wilmington Trust Company ("Owner Trustee") as, respectively, lessee, mortgagee, and sublessor.

6. the Trust Indenture and the Supplement No. 1 thereto: Owner Trustee as mortgagor and The Connecticut National Bank ("Indenture Trustee") as mortgagee. Amtrak is a consenting party to the Trust Indenture.

7. the FRA Subordinated Security Agreement: Amtrak as mortgagor and the Federal Railroad Administrator as mortgagee.

8. the Cure Rights Agreement: Owner Trustee as sublessor and mortgagee, Indenture Trustee as mortgagee, and EDC as a consenting party.

The addresses of the parties are:

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115
Attention: Corporate Trust Administration

Export Development Corporation
Place Export Canada
151 O'Connor Street
P.O. Box 655
Ottawa, Canada K1P 5T9

Federal Railroad Administrator
Federal Railroad Administration
400 Seventh Street S. W.
Washington, D.C. 20590

National Railroad Passenger Corporation
60 Massachusetts Avenue, N. E.
Washington, D. C. 20002
Attention: Corporate Secretary

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

The railway equipment covered by the primary documents listed above and the Security Agreement (Mortgage) Supplement consists of eighty-six (86) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54413, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive. All other documents listed above cover a portion of such railway equipment: forty-four (44) coaches bearing Amtrak road numbers 54000 to 54043, inclusive.

A fee of \$104 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

Short Summaries of the documents to appear in the index follow:

1. Security Agreement (Mortgage) Supplement to the Security Agreement (Mortgage) with Recordation No. 15701 dated as of July 15, 1989 and covering eighty-six (86) intercity passenger coaches bearing National Railroad Passenger Corporation ("Amtrak") road numbers 54000 to 54071, inclusive, and 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive.

2. Confirmatory Supplement to the Security Agreement (Mortgage) with Recordation No. 15701 dated as of September 25, 1989 and covering forty-four (44) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54000 to 54043, inclusive.

3. Lease of Railroad Equipment between Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890 as owner trustee and lessee and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N. E. 20002 ("Amtrak"), as lessor, dated as of July 15, 1989, and Supplement No. 1 thereto dated as of September 25, 1989. The Lease covers eighty-six (86) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive, and the Supplement No. 1 covers forty-four (44) intercity passenger coaches bearing Amtrak road numbers 54000 to 54043, inclusive.

4. Lessee Security Agreement (Mortgage) between Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890 as owner trustee and mortgagee and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N. E. 20002 ("Amtrak"), as mortgagor, dated as of July 15, 1989 and Supplement No. 1 thereto dated as of September 25, 1989. The Lessee Security Agreement (Mortgage) covers eighty-six (86) intercity passenger coaches

bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive, and the Supplement No. 1 covers forty-four (44) intercity passenger coaches bearing Amtrak road numbers 54000 to 54043. inclusive.

5. Sublease of Railroad Equipment between Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890 as owner trustee and sublessor and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N. E. 20002 ("Amtrak"), as sublessee, dated as of July 15, 1989 and Supplement No. 1 thereto dated as of September 25, 1989. The Sublease covers eighty-six (86) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive and the Supplement No. 1 covers forty-four (44) intercity passenger coaches bearing Amtrak road numbers 54000 to 54043, inclusive.

6. Trust Indenture and Security Agreement (Mortgage) between Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890 as owner trustee and mortgagor, and The Connecticut National Bank, 777 Main Street, Hartford, Connecticut 06115, as indenture trustee and mortgagee, dated as of July 15, 1989, and Supplement No. 1 thereto dated as of September 25, 1989. The Trust Indenture covers eighty-six (86) intercity passenger coaches bearing National Railroad Passenger Corporation ("Amtrak") road numbers 54000 to 54071, inclusive, and 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive and the Supplement No. 1 covers forty-four (44) intercity passenger coaches bearing Amtrak road numbers 54000 to 54043, inclusive.

7. Subordinated Security Agreement between National Railroad Passenger Corporation, 60 Massachusetts Avenue, N. E. 20002 ("Amtrak"), as mortgagor and the Federal Railroad Administrator, Federal Railroad Administration, 400 Seventh Street, S. W. Washington, D. C. 20590, as mortgagee, dated as of September 1, 1989 and covering eighty-six (86) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive.

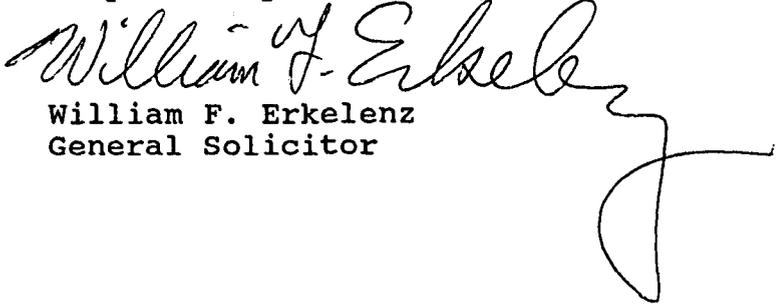
8. Cure Rights Agreement between Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890 as owner trustee, sublessor, and mortgagee, and The Connecticut National Bank, 777 Main Street, Hartford, Connecticut 06115, as indenture trustee and mortgagee, dated as of September 1, 1989, and covering eighty-six (86) intercity passenger coaches bearing

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National Railroad Passenger Corporation ("Amtrak") road numbers 54000 to 54071, inclusive, and 54500 to 54513, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "William F. Erkelenz". The signature is written in a cursive style with a large, sweeping flourish at the end that extends downwards and to the right.

William F. Erkelenz
General Solicitor

SEP 25 1989 -2 45 PM

INTERSTATE COMMERCE COMMISSION

CONFIRMATORY SUPPLEMENT dated as of September 25, 1989 to the Security Agreement (Mortgage) dated as of June 30, 1988, as supplemented, between National Railroad Passenger Corporation (the "BORROWER") and Export Development Corporation ("EDC").

WHEREAS, the parties hereto entered into the above-mentioned Security Agreement (Mortgage) to create a first purchase-money lien on the rolling stock to be purchased by the BORROWER pursuant to the COMMERCIAL CONTRACT referred to therein; and

WHEREAS, the parties hereto wish hereby to confirm for the record the identity of the items of such rolling stock which have heretofore been delivered to the BORROWER pursuant to such COMMERCIAL CONTRACT and for which a Confirmatory Supplement has not yet been entered into.

NOW, THEREFORE, it is confirmed that the items of rolling stock identified on Appendix I hereto by Model, Type, Serial Number and Road Numbers are subject to the lien of the above-mentioned Security Agreement (Mortgage).

IN WITNESS WHEREOF, the parties hereto have signed and delivered this Confirmatory Supplement.

NATIONAL RAILROAD PASSENGER
CORPORATION

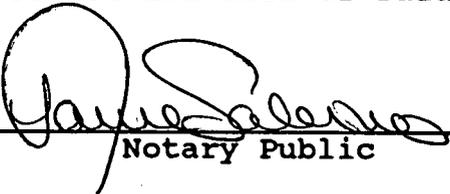
By 
Title Treasurer

EXPORT DEVELOPMENT CORPORATION

By 
Title Area Manager

State of New York)
) ss
County of New York)

On this 14th day of September, 1989 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: _____

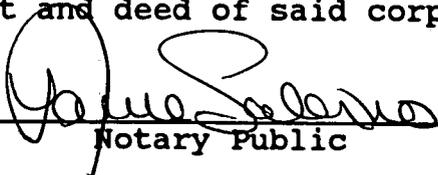
SEAL

LAURE SALERNO
NOTARY PUBLIC, State of New York
No. 41-4694905
Qualified in Queens County
Commission Expires March 30, _____

July 31, 1991

State of New York)
) ss
County of New York)

On this 14th day of September, 1989 before me personally appeared W. James Brockbank, to me personally known, who being by me duly sworn, says that he is an Area Manager of EXPORT DEVELOPMENT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: _____

SEAL

LAURE SALERNO
NOTARY PUBLIC, State of New York
No. 41-4694905
Qualified in Queens County
Commission Expires March 30, _____

July 31, 1991

Model	Type	Serial Number	Road Number
-----	-----	-----	-----
Horizon Fleet	Coach	348	54000
Horizon Fleet	Coach	349	54001
Horizon Fleet	Coach	350	54002
Horizon Fleet	Coach	351	54003
Horizon Fleet	Coach	352	54004
Horizon Fleet	Coach	353	54005
Horizon Fleet	Coach	354	54006
Horizon Fleet	Coach	355	54007
Horizon Fleet	Coach	356	54008
Horizon Fleet	Coach	357	54009
Horizon Fleet	Coach	358	54010
Horizon Fleet	Coach	359	54011
Horizon Fleet	Coach	360	54012
Horizon Fleet	Coach	361	54013
Horizon Fleet	Coach	362	54014
Horizon Fleet	Coach	363	54015
Horizon Fleet	Coach	364	54016
Horizon Fleet	Coach	365	54017
Horizon Fleet	Coach	366	54018
Horizon Fleet	Coach	367	54019
Horizon Fleet	Coach	368	54020
Horizon Fleet	Coach	369	54021
Horizon Fleet	Coach	370	54022
Horizon Fleet	Coach	371	54023
Horizon Fleet	Coach	372	54024
Horizon Fleet	Coach	373	54025
Horizon Fleet	Coach	374	54026
Horizon Fleet	Coach	375	54027
Horizon Fleet	Coach	376	54028
Horizon Fleet	Coach	377	54029
Horizon Fleet	Coach	378	54030
Horizon Fleet	Coach	379	54031
Horizon Fleet	Coach	380	54032
Horizon Fleet	Coach	381	54033
Horizon Fleet	Coach	382	54034
Horizon Fleet	Coach	383	54035
Horizon Fleet	Coach	384	54036
Horizon Fleet	Coach	385	54037
Horizon Fleet	Coach	386	54038
Horizon Fleet	Coach	387	54039
Horizon Fleet	Coach	388	54040
Horizon Fleet	Coach	389	54041
Horizon Fleet	Coach	390	54042
Horizon Fleet	Coach	391	54043