



January 29, 1990

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

0-029A002

RECORDATION NO 15701 FILED 1425

JAN 29 1990 -12 00 AM

INTERSTATE COMMERCE COMMISSION

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. Confirmatory Supplement dated as of January 30, 1990, 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"), a primary document which was filed under Recordation No. 15701.

2. Lease Supplement No. 3 dated as of January 30, 1990, a secondary document which supplements the Lease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-B.

3. Lessee Security Agreement Supplement No. 3 dated as of January 30, 1990, a secondary document which supplements the Lessee Security Agreement (Mortgage) dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-D.

4. Sublease Supplement No. 3 dated as of January 30, 1990, a secondary document which supplements the Sublease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-F.

5. Indenture Supplement No. 3 dated as of January 30, 1990, a secondary document which supplements the Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-H.

Amtrak requests that all of the documents listed herein be filed under Recordation No. 15701.

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

1. the Confirmatory Supplement: EDC as mortgagee and Amtrak as mortgagor.

William F. Eckhardt

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2, 3 and 4. the Lease Supplement No. 3, the Lessee Security Agreement Supplement No. 3, and the Sublease Supplement No. 3: Amtrak as, respectively, lessor, mortgagor, and sublessee; Wilmington Trust Company ("Owner Trustee") as, respectively, lessee, mortgagee, and sublessor.

5. the Indenture Supplement No. 2: Owner Trustee as mortgagor and The Connecticut National Bank ("Indenture Trustee") as mortgagee.

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

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 referenced above consists of 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. All other documents listed above cover a portion of such railway equipment: four (4) intercity passenger coaches bearing Amtrak road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

A fee of \$75 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. Confirmatory Supplement to the Security Agreement (Mortgage) with Recordation No. 15701 dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

2. Lease Supplement No. 3 to the Lease of Railroad Equipment with Recordation No. 15701-B dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

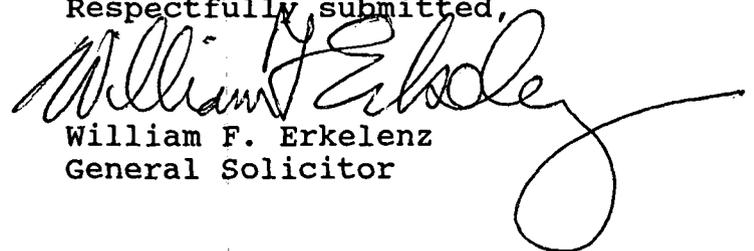
3. Lessee Security Agreement Supplement No. 3 to the Lessee Security Agreement (Mortgage) with Recordation No. 15701-D dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

4. Sublease Supplement No. 3 to the Sublease of Railroad Equipment with Recordation No. 15701-F dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

5. Indenture Supplement No. 3 to the Trust Indenture and Security Agreement (Mortgage) with Recordation No. 15701-H dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and eight (8) food service cars bearing Amtrak road numbers 53006, 53007, and 53504 to 53509, inclusive.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,


William F. Erkelenz
General Solicitor

JAN 20 1990 -12 00 AM

EXECUTION COPY

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 3

THIS LEASE SUPPLEMENT NO. 3 dated as of January 30, 1990 (this "Lease Supplement") between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, as lessor, and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as trustee under that certain Trust Agreement dated as of July 15, 1989 between Chrysler Capital Corporation and such trustee, as lessee, pursuant to and in accordance with the Lease of Railroad Equipment dated as of July 15, 1989 between Lessor and Lessee (as amended and supplemented to the date hereof, the "Lease").

W I T N E S S E T H :

1. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Lease Supplement have the respective meanings specified therefor in Annex A to that certain Participation Agreement dated as of July 15, 1989 among National Railroad Passenger Corporation, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, Chrysler Capital Corporation, a Delaware corporation, Export Development Corporation, a corporation established by an Act of the Parliament of Canada, Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement, except as expressly provided in the Operative Documents, and The Connecticut National Bank, a national banking association, as originally executed or as modified, amended or supplemented in accordance with the applicable provisions thereof.

2. The Items of Equipment covered by this Lease Supplement are described in Schedule 1 attached hereto.

3. The Advance Rental Cost, and the Assumption Portion and the Cash Portion thereof, for each Item of Equipment is set forth in Schedule 1 attached hereto. The aggregate Advance Rental Cost for such Items of Equipment is \$ 14,538,220.88; the aggregate Assumption Portion for such Items of Equipment is \$ 11,283,724.97; and the aggregate Cash Portion of such Items of Equipment is \$ 3,254,495.91.

4. The Delivery Date of such Items of Equipment is the date of this Lease Supplement.

5. The term of the Lease for such Items of Equipment shall commence on the date of this Lease Supplement and terminate on January 29, 2015 unless earlier terminated pursuant to the terms of the Lease.

6. By the execution and delivery of this Lease Supplement, Lessor and Lessee reaffirm all of the terms, provisions and conditions of the Lease.

7. This Lease Supplement may be executed in any number of counterparts and by the different parties hereto on separate counterparts (or upon separate signature pages bound together into one or more counterparts), each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. To the extent, if any, that this Lease Supplement constitutes chattel paper or other collateral within the meaning of the Uniform Commercial Code (or other law respecting security interests) as in effect in any applicable jurisdiction, no security interest in Lessor's interest under this Lease Supplement may be created through the transfer or possession of any counterpart of this Lease Supplement other than the original executed counterpart No. 1 hereof which shall be identified as the counterpart containing the receipts therefor executed by (I) Wilmington Trust Company, as Owner Trustee and as secured party under the Lessee Security Agreement, and (II) The Connecticut National Bank, as Indenture Trustee, both such receipts immediately following the signature page hereof.

IN WITNESS WHEREOF, the parties have caused this Lease Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

NATIONAL RAILROAD PASSENGER CORPORATION, Lessor

By


Name: Richard I. Klein
Title: Treasurer

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee, Lessee

By _____

Name:
Title:

[SIGNATURE PAGE]

IN WITNESS WHEREOF, the parties have caused this Lease Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

**NATIONAL RAILROAD PASSENGER
CORPORATION, Lessor**

By _____
Name: Richard I. Klein
Title: Treasurer

**WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as Owner Trustee,
Lessee**

By Carolyn C. Daniels
Name: Carolyn C. Daniels
Title: Financial Services
Officer

[*] TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER OR OTHER COLLATERAL WITHIN THE MEANING OF THE UNIFORM COMMERCIAL CODE (OR OTHER LAW RESPECTING SECURITY INTERESTS) AS IN EFFECT IN ANY APPLICABLE JURISDICTION, NO SECURITY INTEREST IN LESSOR'S INTEREST UNDER THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART NO. 1 HEREOF WHICH SHALL BE IDENTIFIED AS THE COUNTERPART CONTAINING THE RECEIPTS THEREFOR EXECUTED BY (I) WILMINGTON TRUST COMPANY, AS OWNER TRUSTEE, AND AS SECURED PARTY UNDER THE LESSEE SECURITY AGREEMENT AND (II) THE CONNECTICUT NATIONAL BANK, AS INDENTURE TRUSTEE, BOTH SUCH RECEIPTS IMMEDIATELY FOLLOWING THIS LEGEND. SUCH COUNTERPART IS THE ONLY COUNTERPART OF THE LEASE SUPPLEMENT THAT CONTAINS THIS LEGEND.

[**] Receipt of this original counterpart No. 1 of the foregoing Lease Supplement is hereby acknowledged this _____ day of _____, 1990.

WILMINGTON TRUST COMPANY,
as Owner Trustee

By _____
Name:
Title:

[**] Receipt of this original counterpart No. 1 of the foregoing Lease Supplement is hereby acknowledged this _____ day of _____, 1990.

THE CONNECTICUT NATIONAL BANK,
as Indenture Trustee

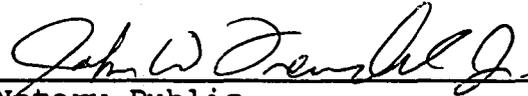
By _____
Name:
Title:

[*] This legend appears only in original counterpart No. 1 of this Lease Supplement.

[**] This receipt appears only in the original counterpart No. 1 of this Lease Supplement.

District of)
) ss
Columbia)

On this 23rd day of January, 1990, 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: 1-1-95

SEAL

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

On this 19th day of January, 1990, before me personally appeared Carolyn C. Daniels, to me personally known, who being by me duly sworn, says that she is the Financial Services Officer of WILMINGTON TRUST COMPANY, 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.

Ella Nicholas
Notary Public

My Commission Expires: ELLA NICHOLAS
Notary Public, State of _____
No. 24-4889332
Qualified in Kings County
~~Commission Expires April 13, 1991~~ SEAL

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Model</u>	<u>Type</u>	<u>Amtrak No.</u>
Horizon Fleet	Coach	54064
Horizon Fleet	Coach	54510
Horizon Fleet	Coach	54512
Horizon Fleet	Coach	54513
Horizon Fleet	Food Service	53006
Horizon Fleet	Food Service	53007
Horizon Fleet	Food Service	53504
Horizon Fleet	Food Service	53505
Horizon Fleet	Food Service	53506
Horizon Fleet	Food Service	53507
Horizon Fleet	Food Service	53508
Horizon Fleet	Food Service	53509

The Assumption Portion for each Horizon Fleet Coach equals \$795,537.87 and for each Horizon Fleet Food Service Car equals \$1,012,696.69.

The Cash Portion for each Horizon Fleet Coach equals \$229,452.13 and for each Horizon Fleet Food Service Car equals \$292,085.92.

Advance Rental Cost shall be the sum of the Assumption Portion and the Cash Portion.