



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. Eshelton

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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.

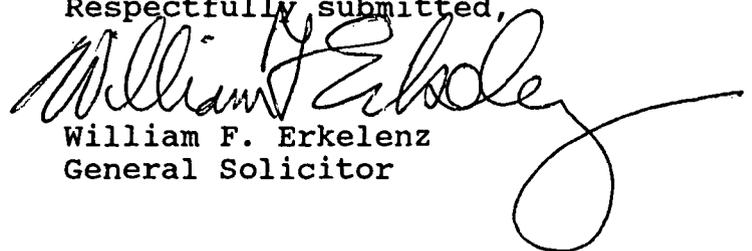
3. Lessee Security Agreement Supplement No. 3 to the Lessee Security Agreement (Mortgage) with Recordation No. 15701-D dated as of January 30, 1990 and covering four (4) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54064, 54510, 54512, and 54513 and 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 29 1990 -12 00 AM

EXECUTION COPY

INTERSTATE COMMERCE COMMISSION
 INDENTURE SUPPLEMENT NO. 3

THIS INDENTURE SUPPLEMENT NO. 3, dated as of January 30, 1990 between WILMINGTON TRUST COMPANY, a Delaware banking corporation having its principal office and chief place of business at Rodney Square North, Wilmington, Delaware 19890, not in its individual capacity but solely as Owner Trustee under the Trust Agreement as defined in Annex A in the Indenture referred to below, except as expressly provided in the Indenture referred to below (herein, together with any successors thereto in such trustee capacity, called the "Owner Trustee"), and THE CONNECTICUT NATIONAL BANK, a national banking association having its corporate trust office at 777 Main Street, Hartford, Connecticut 06115, Attention: Corporation Trust Administration, as Indenture Trustee (herein, together with its successors and assigns permitted under the Indenture referred to below, called the "Indenture Trustee"),

W I T N E S S E T H :

WHEREAS, the Owner Trustee and the Indenture Trustee have heretofore entered into that certain Trust Indenture and "Indenture"; the terms used and not otherwise defined herein and defined, either directly or by cross-reference, in the Indenture being used herein with the respective meanings for the execution and delivery from time to time of indenture supplements substantially in the form hereof for the purpose of confirming or completing the description of the Leasehold Interest in one or more Items of Equipment subjected to the lien of the Indenture;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Owner Trustee hereby represents and warrants to the Indenture Trustee and the Sublessee has confirmed to the Owner Trustee that, effective on the date hereof, the Items of Equipment described in the Annex hereto have been delivered to the Sublessee, and have been duly accepted by the Sublessee, and that said Annex contains a correct and complete description of said Items of Equipment (including

Manufacturers' serial numbers, where appropriate) sufficient for the purposes of the Sublease Agreement and the Indenture.

The Owner Trustee further represents and warrants to the Indenture Trustee that the Sublessee has confirmed to the Owner Trustee that each Item of Equipment covered hereby has been marked in accordance with Section 6 of the Sublease.

2. This indenture supplement may be executed by the parties hereto in separate 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.

3. Although this indenture supplement is dated for convenience as of the date first above written, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the Acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective officers thereunto duly authorized.

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee,
except as expressly provided
herein

By: *CDaniel*
Title: Financial Services
Officer

THE CONNECTICUT NATIONAL BANK,
as Indenture Trustee

By: _____
Title:

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective officers thereunto duly authorized.

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee,
except as expressly provided
herein

By: _____
Title:

THE CONNECTICUT NATIONAL BANK,
as Indenture Trustee

By:  _____
Title: **RINETTE BOUCHARD**
TRUST OFFICER

)
) ss.:
)

On this _____ day of January, 1990, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that she is the _____ of WILMINGTON TRUST COMPANY, as Owner Trustee in said instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires

State of Connecticut)
County of Hartford) ss.: Hartford

On this 24 day of January, 1990, before me personally appeared Rinette Bouchard, to me personally known, who, being by me duly sworn, says that she is a Trust Officer of THE CONNECTICUT NATIONAL BANK, a national banking association, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.

Susan C. Merker
Notary Public

My commission expires
SUSAN C. MERKER
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1990

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