

RECORDATION NO. **18863-B** FILED 1425

JUN 30 1994 9:25 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1

(Amtrak Trust 94-B)

THIS LEASE SUPPLEMENT NO. 1 dated as of June 30, 1994 (this "*Lease Supplement*") between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as trustee under that certain Trust Agreement (Amtrak 94-B) dated as of June 15, 1994 between BNY CAPITAL FUNDING CORP., a New York corporation, and such trustee, as lessor, and NATIONAL RAILROAD PASSENGER CORPORATION (also known as AMTRAK), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, as lessee, pursuant to and in accordance with the Lease of Railroad Equipment (Amtrak Trust 94-B) dated as of June 15, 1994 between Lessor and Lessee (as amended and supplemented to the date hereof, the "*Lease*").

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 the Lease, as originally executed or as modified, amended or supplemented in accordance with the applicable provisions thereof.

2. The Units covered by this Lease Supplement are described in Schedule 1 attached hereto.

3. The Equipment Cost for each Unit is set forth below:

<u>EQUIPMENT TYPE</u>	<u>AMTRAK CAR NUMBER</u>	<u>MANUFACTURER'S NUMBER</u>	<u>EQUIPMENT COST</u>
SLEEPER	32090	40	\$2,854,779.90
SLEEPER	32093	46	\$2,864,565.45
DINER	38045	39	\$2,767,069.14
DINER	38048	45	\$2,768,919.85
DINER	38052	56	\$2,776,554.04
TRANSITION CAR	39003	09	\$2,746,088.01

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4. The Interim Term of the Lease for the Units covered by this Lease Supplement shall commence on the date of this Lease Supplement and shall terminate on December 31, 1994 unless terminated pursuant to the terms of the Lease. The Base Lease Commencement Date of the Lease for the Units covered by this Lease Supplement shall commence on January 1, 1995 and shall terminate on January 1, 2019 unless earlier terminated or extended pursuant to the terms of the Lease.

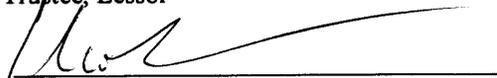
5. By the execution and delivery of this Lease Supplement, Lessee and Lessor reaffirm all of the terms, provisions and conditions of the Lease.

6. This Supplement may be executed in several counterparts (or upon separate signature pages bound together into one or more counterparts), such counterparts together constituting 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 receipt therefor executed by Indenture Trustee on or immediately following the signature page hereof.

7. Lessee hereby represents and warrants to Lessor that, effective on the date hereof, the Units described in Schedule 1 hereto have been delivered to Lessee, have been duly accepted by Lessee and that said Schedule 1 contains a correct and complete description of said Units sufficient for the purposes of the Lease.

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.

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

By: 
Name: Thomas P. Laskaris
Title: Vice President

NATIONAL RAILROAD PASSENGER CORPORATION, Lessee

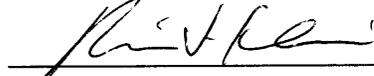
By: _____
Name:
Title:

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.

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

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER CORPORATION, Lessee

By:  _____
Name: Richard I. Klein
Title: Treasurer

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this 20 day of June, 1994 before me personally appeared Thomas P. Laskaris, to me personally known, who being by me duly sworn, says that he/she is Vice President of Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee under such instrument, that said instrument was signed on behalf of said banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said banking corporation.

By: *Paula M. Sulecki*
Notary Public

My Commission Expires: _____

[SEAL]

PALLA M. SULECKI
NOTARY PUBLIC

My commission expires April 14, 1996

DISTRICT OF COLUMBIA)
) ss
CITY OF WASHINGTON)

On this 22nd day of June, 1994 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]

SCHEDULE 1 TO LEASE
SUPPLEMENT NO. 1

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>AMTRAK CAR NUMBER</u>	<u>MANUFACTURER'S NUMBER</u>
SLEEPER	32090	40
SLEEPER	32093	46
DINER	38045	39
DINER	38048	45
DINER	38052	56
TRANSITION CAR	39003	09