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FILED
SEP 29 1994 10 AM
INTERSTATE COMMERCE COMMISSION

INDENTURE SUPPLEMENT NO.2

(Amtrak Trust 94-B)

THIS INDENTURE SUPPLEMENT NO. 2 dated September 29, 1994 between WILMINGTON TRUST COMPANY, a Delaware banking corporation having its principal office and chief place of business at Rodney Square North, 1100 Market Street, Wilmington, Delaware 19890, not in its individual capacity but solely as Owner Trustee under the Trust Agreement and FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, a national banking association, having its corporate trust office at 79 South Main Street, Salt Lake City, Utah 84111, not in its individual capacity but solely as Indenture Trustee, except as expressly provided herein (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, Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Amtrak Trust 94-B) dated as of June 15, 1994 (the "*Indenture*"; the capitalized 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 assigned thereto in the Indenture), which Indenture provides for the execution and delivery from time to time of Indenture Supplements substantially in the form hereof for the purpose of describing and subjecting the Trust Indenture Estate 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. Owner Trustee represents, warrants and confirms to Indenture Trustee that, effective on the date hereof, the Trust Indenture Estate shall be deemed subject to the Lien of the Indenture and agrees that without limiting the foregoing Owner Trustee's rights with respect to the Units described in the Annex hereto, and the interests therein of Owner Trustee under the Operative Documents, are deemed included in the Trust Indenture Estate and subjected to the Lien of the Indenture.

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.

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

By: _____
Name: Donald G. MacKelcan
Title: Senior Financial Services Officer

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION,
not in its individual capacity but solely as
Indenture Trustee

By: _____
Name:
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

By: _____
Name:
Title:

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION,
not in its individual capacity but solely as
Indenture Trustee

By: _____
Name: C. Scott Nielsen
Title: Asst. Vice President

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)

On this 21st day of September, 1994, before me personally appeared Donald G. MacKelcan, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a Sr. Vice President of WILMINGTON TRUST COMPANY, a Delaware banking corporation, that said instrument was signed on behalf of said 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 corporation.

Sonja F. Allen
Notary Public

My commission expires

_____

SONJA F. ALLEN
NOTARY PUBLIC
My Commission Expires May 30, 1996

DC66P684.DOC.94-B

STATE OF UTAH)
) ss.:
COUNTY OF SALT LAKE)

On this 21st day of September, 1994, before me personally appeared C. Scott Nielsen, to me personally known, who, being by me duly sworn, says that he/she is a Asst. Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, a national banking corporation, that said instrument was signed on behalf of said national banking association 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 national banking association.

Lisa N. Brayton
Notary Public

My commission expires

NOTARY PUBLIC
LISA N. BRAYTON
79 SOUTH MAIN
B.L.C., UT 84111
COMMISSION EXPIRES
SEPT. 5, 1995
STATE OF UTAH

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ANNEX TO INDENTURE SUPPLEMENT NO. 2

DESCRIPTION OF UNITS

EQUIPMENT TYPE	AMTRAK CAR NUMBER	MANUFACTURER'S NUMBER
TRANSITION	39001	06
DINER	38054	60
DINER	38058	68
LOUNGE	33025	52
SLEEPER	32098	55
SLEEPER	32099	57
SLEEPER	32100	59
SLEEPER	32101	61