

INDENTURE SUPPLEMENT NO. 2
(Amtrak Trust 94-C)

18864-E
SEP 29 1994
INTERSTATE TRUSTEES COMPANY

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*").

WITNESSETH:

WHEREAS, Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Amtrak Trust 94-C) 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. (a) The definition of "*Replacement Unit*" set forth in Annex A to the Indenture and to the other Operative Documents is hereby amended to delete the reference therein to the phrase "of Units then under the Lease", and (b) the definition of "*Treasury Rate*" set forth in Annex A to the Indenture and to the other Operative Documents is hereby amended to delete the reference therein to the phrase "Lehman Brothers, Inc. or Bankers Trust (or, if neither of such Persons shall be" and to substitute therefore the phrase "CS First Boston (or, if such Person shall not be".

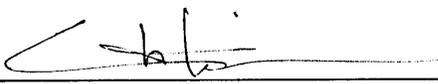
3. This Indenture Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

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:
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 21 day of September, 1994, before me personally appeared Donald G. Mackelton, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a ~~Financial Services Officer~~ 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 20, 1995

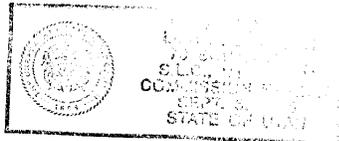
STATE OF UTAH)
) ss.:
COUNTY OF SALT LAKE)

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.



Notary Public

My commission expires



ANNEX TO INDENTURE SUPPLEMENT NO. 2

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>AMTRAK CAR NUMBER</u>	<u>MANUFACTURER'S NUMBER</u>
SLEEPER	32097	53
DINER	38057	66
LOUNGE	33027	72