

18865 - C

RECORDATION NO. _____ FILED 1425

JUN 30 1994 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

INDENTURE SUPPLEMENT NO. 1

(Amtrak Trust 94-D)

THIS INDENTURE SUPPLEMENT NO. 1 dated as of June 30, 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-D) 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;

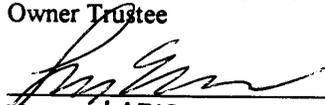
NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto hereby agree as follows:

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: LARIO M. MARINI
Title: Vice President

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

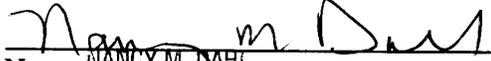
By: _____
Name:
Title:

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

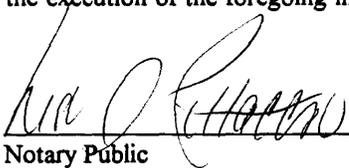
By: _____
Name:
Title:

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

By: 
Name: NANCY M. DAHL
Title: ASSISTANT VICE PRESIDENT

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

On this 2nd day of June, 1994, before me personally appeared LARIO M. MARINI to me personally known, who, being by me duly sworn, says that he/she is a ~~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.



Notary Public

LISA A. PITTACCIO
NOTARY PUBLIC
My Commission expires March 18, 1995

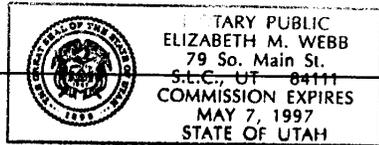
My commission expires

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

On this 22nd day of June, 1994, before me personally appeared Nancy M. Dahn, to me personally known, who, being by me duly sworn, says that he/she is a Assistant 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.

Elizabeth M. Webb
Notary Public

My commission expires



ANNEX TO INDENTURE SUPPLEMENT NO. 1

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>AMTRAK CAR NUMBER</u>	<u>MANUFACTURER'S NUMBER</u>
SLEEPER	32088	36
SLEEPER	32091	42
DINER	38043	35
DINER	38050	50
DINER	38053	58

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ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 30, 1994

18865-A, B, C

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INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of the following documents: a Lease of Railroad Equipment (Amtrak Trust 94-D) dated as of June 15, 1994, a primary document, and a Trust Indenture and Security Agreement, dated as of June 15, 1994, a Lease Supplement No. 1 and an Indenture Supplement No. 1, both dated as of June 30, 1994, all secondary documents relating to the aforesaid primary document.

The names and addresses of the parties to the enclosed document are:

Lease of Railroad Equipment (Amtrak Trust 94-D)
Lease Supplement No. 1

Lessor: Wilmington Trust Company, Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: National Railroad Passenger Corporation (Amtrak)
60 Massachusetts Avenue, N.E.
Washington, D. C. 20002

counterparts of Amtrak M. Lum

Mr. Sidney L. Strickland, Jr.
June 30, 1994
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Trust Indenture and Security Agreement (Amtrak Trust 94-D)
and Indenture Supplement No. 1

Debtor: Wilmington Trust Company, Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Secured Party: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed documents is attached as Schedule 1 to Lease Supplement No. 1.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures