

INDENTURE SUPPLEMENT NO. 3

(Amtrak Trust 94-D)

RECORDATION NO. 18865-6 FILED 1425

DEC 23 1994 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

THIS INDENTURE SUPPLEMENT NO. 3 dated December 23, 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-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. Section 2.01 of the Indenture is hereby amended by deleting the first sentence thereof in its entirety and inserting the following in its place:

There shall be four (4) Series of Secured Notes issued under this Indenture: the Series A Secured Notes will be issued and delivered on the First Closing Date, the Series B Secured Notes will be issued and delivered on the Second Closing Date, and the Series C Secured Notes and the Series D Secured Notes will be issued and delivered on the Third Closing Date.

3. Annex A to the Indenture and the other Operative Documents is hereby amended by inserting the following definition in its proper alphabetical order:

"*Series D Secured Notes*" means the Secured Notes issued under the Indenture in connection with the Units purchased and leased on the Third Closing Date, identified by Amtrak road numbers 33033 and 32109.

4. Annex A to the Indenture and the other Operative Documents is hereby amended by inserting the following definitions in lieu of the definitions as they now appear:

"*Series*" shall mean the Series A Secured Notes, the Series B Secured Notes, the Series C Secured Notes or the Series D Secured Notes, as the case may be.

"*Series C Secured Notes*" means the Secured Notes issued under the Indenture in connection with the Units purchased and leased on the Third Closing Date, identified by Amtrak road numbers 33029, 32105 and 32108.

5. 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: Patricia A. Evans
Title: Financial Services Officer

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

By: _____
Name:
Title:

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

On this 16 day of December, 1994, before me personally appeared PATRICIA A. EVANS, 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

NOTARY PUBLIC
STATE OF DELAWARE
COMMISSION EXPIRES 12/31/1995

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

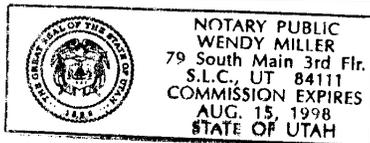
By: Val T. Orton
Name: Val T. Orton
Title: Vice President

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

On this 10th day of December, 1994, before me personally appeared Val T. Orton, to me personally known, who, being by me duly sworn, says that he/she is a 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.

Wendy Miller
Notary Public

My commission expires



ANNEX TO INDENTURE SUPPLEMENT NO. 3

DESCRIPTION OF UNITS

<u>Equipment Type</u>	<u>Amtrak Car No.</u>	<u>Manufacturer's No.</u>
Lounge	33029	77
Sleeper	32105	69
Sleeper	32108	75
Lounge	33033	86
Sleeper	32109	78
TOTAL (5)		