

MAR 24 1994 -11 00 AM

INTERSTATE COMMERCE COMMISSION

**LEASE SUPPLEMENT NO. 1****(Amtrak Trust 94-A)**

THIS LEASE SUPPLEMENT NO. 1 dated as of March 24, 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-A) dated as of March 15, 1994 between FLEET CREDIT CORPORATION, a Rhode Island 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-A) dated as of March 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	32085	29	\$2,843,084.99
SLEEPER	32086	31	\$2,843,084.99
SLEEPER	32087	33	\$2,843,084.99
DINER	38039	14	\$2,755,733.54
DINER	38040	30	\$2,755,733.54
DINER	38041	32	\$2,755,733.54
DINER	38042	34	\$2,755,733.54

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 September 22, 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 September 23, 1994 and shall terminate on January 1, 2015 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.



STATE OF DELAWARE        )  
  ) ss  
COUNTY OF NEW CASTLE    )

On this 15 day of March, 1994 before me personally appeared Donald G. Mackean, to me personally known, who being by me duly sworn, says that he/she is the ~~Financial Services Officer~~ 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said banking corporation.

Sonja F. Allen  
Notary Public

SONJA F. ALLEN  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

My Commission expires May 30, 1994

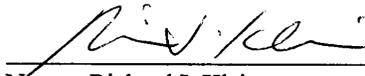
[SEAL]

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



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	32085	29
SLEEPER	32086	31
SLEEPER	32087	33
DINER	38039	14
DINER	38040	30
DINER	38041	32
DINER	38042	34