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ELIAS C. ALVORD (1942)
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RECORDATION NO. 18404-D FILED 1424 COUNSEL
URBAN A. LESTER

DEC 22 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

December 22, 1993

RECORDATION NO. 18404-E FILED 1425

DEC 22 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

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DEC 22 8 57 PM 1993

RECEIVED
OFFICE OF THE
SECRETARY

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

RE: Amtrak Trust 93-A

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of the following documents, dated as of December 22, 1993, a Lease Supplement No. 2 and an Indenture Supplement No. 2, both secondary documents.

The enclosed documents relate to the Lease and Indenture filed with the Commission on September 24, 1993 under Recordation No. 18404.

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

Lease Supplement No. 2

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, DC 20002

Handwritten signatures and initials on the left margin.

Mr. Sidney L. Strickland, Jr.
December 22, 1993
Page 2

Indenture Supplement No. 2

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

Secured Party: PNC Bank, National Association, Indenture Trustee
Corporate Trust Department
335 Madison Avenue, 10th Floor
New York, New York 10017

A description of the railroad equipment covered by the enclosed documents is .
attached as Schedule 1.

Also enclosed is a check in the amount of \$36.00 payable to the Interstate
Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed documents to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/khb
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/22/93

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St N.W.
Washington, D.C. 20006

Dear Sir:

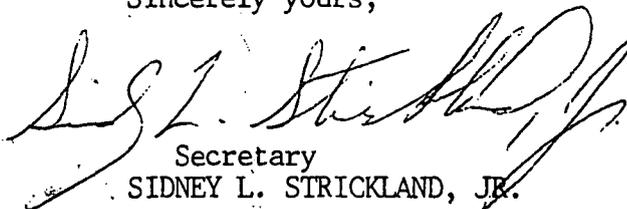
The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on 12/22/93 at 9:05am, and assigned

recording number(s).

18437-A, 18397-B, 17286-D, 18419-D&E 18404-D&E

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/16/94

RECORDATION NO. 18404-E
FILED 1425
DEC 22 1993 -9 05 AM
INTERSTATE COMMERCE COMMISSION

INDENTURE SUPPLEMENT NO. 2
(AMTRAK TRUST 93-A)

THIS INDENTURE SUPPLEMENT NO. 2 dated December 22, 1993 between WILMINGTON TRUST COMPANY, a Delaware banking corporation, having its principal office and chief place of business at Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, not in its individual capacity but solely as owner trustee under the Trust Agreement, and PNC BANK, NATIONAL ASSOCIATION, a national banking association, having its corporate trust office at One Oliver Plaza, 23rd Floor, Pittsburgh, Pennsylvania 15625, not in its individual capacity but solely as Indenture Trustee (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 93-A) dated as of September 1, 1993 (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 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. The Owner Trustee and the Indenture Trustee acknowledge that the reference to "the date of such Secured Note" in the definition of "Installment Payment Date" is a reference to the initial date of such Secured Note, without regard to any replacement thereof.

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

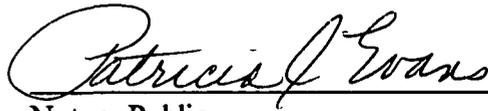
By: 
Title: CAROLYN C. DANIELS
ASSISTANT VICE PRESIDENT

PNC BANK, NATIONAL ASSOCIATION,
not in its individual capacity but solely as
Indenture Trustee

By: _____
Title:

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

On this 13th day of December, 1993 before me personally appeared Carolyn C. Daniels, to me personally known, who, being by me duly sworn, says that he/she is the A.V.P. of Wilmington Trust Company, that said instrument was signed on behalf of said Delaware banking 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 banking corporation.



Notary Public

My commission expires
PATRICIA A. EVANS
NOTARY PUBLIC

My Commission expires April 20, 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: _____

Title:

PNC BANK, NATIONAL ASSOCIATION,
not in its individual capacity but solely as
Indenture Trustee

By:  _____

Title: Vice President

STATE OF PENNSYLVANIA)
) ss.:
COUNTY OF ALLEGHANY)

On this 17th day of December, 1993 before me personally appeared J.G. BOUTH, to me personally known, who, being by me duly sworn, says that he/she is the VICE PRESIDENT of PNC Bank, National Association, 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.

My commission expires

Notary Public



Notarial Seal
Mark C. Baker, Notary Public
Pittsburgh, Allegheny County
My Commission Expires July 10, 1996
Member, Pennsylvania Association of Notaries

ANNEX TO INDENTURE SUPPLEMENT NO. 2

DESCRIPTION OF UNITS

| <u>EQUIPMENT TYPE</u> | <u>AMTRAK EQUIPMENT NUMBERS</u> |
|--|-------------------------------------|
| FIVE (5) GENERAL ELECTRIC DASH 8-40 BPH LOCOMOTIVES | 825 to 829, INCLUSIVE |