

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

18419
RECORDATION # FILED 1993

SEP 30 1993 9:05 AM

INTERSTATE COMMERCE COMMISSION

18419/✓
RECORDATION # FILED 1993

SEP 30 1993 9:22 AM

INTERSTATE COMMERCE COMMISSION

18419
RECORDATION # FILED 1993

SEP 30 1993 9:05 AM

INTERSTATE COMMERCE COMMISSION

3-273A004
F64.00

LICENSING BRANCH

SEP 30 8 55 AM '93

September 30, 1993

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

18419
RECORDATION # FILED 1993

SEP 30 1993 9:05 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three duly executed copies of the following documents: a Lease of Railroad Equipment (Amtrak Trust 93-C) dated as of September 15, 1993, a primary document, and a Trust Indenture and Security Agreement dated as of September 15, 1993, a Lease Supplement No. 1 and an Indenture Supplement No. 1, both dated as of September 30, 1993, all secondary documents relating to the aforesaid primary document.

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

Lease of Railroad Equipment (Amtrak Trust 93-C) and
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

[Handwritten signatures]

Mr. Sidney L. Strickland, Jr.
September 30, 1993
Page 2

Trust Indenture and Security Agreement (Amtrak Trust 93-C)
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: two (2) superliner II passenger cars bearing road marks and numbers AMTK 32072 and AMTK 32073.

Also enclosed is a check in the amount of \$64.00 payable to the order of 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/bg
Enclosures

184/9/B
SEP 30 1993
FILED

LEASE SUPPLEMENT NO 1

SEP 30 1993 - 9 05 AM

INTERSTATE COMMERCE COMMISSION

(Amtrak Trust 93-C)

THIS LEASE SUPPLEMENT NO. 1 dated as of September 30, 1993 (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 93-C) dated as of September 15, 1993 between METLIFE CAPITAL, LIMITED PARTNERSHIP, a Delaware limited partnership, 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 dated as of September 15, 1993 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 \$2,792,719.00.

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 March 29, 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 March 29, 1994 and shall terminate on July 1, 2016 unless earlier terminated or extended pursuant to the terms of the Lease.

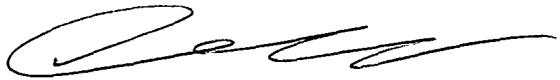
5. By the execution and delivery of this Lease Supplement, Lessee and Lessor reaffirm all of the terms, provisions and conditions of the Lease.

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.

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: Norman P. Goss
Title: Vice President

NATIONAL RAILROAD PASSENGER CORPORATION, Lessee

By: _____
Name: Richard I. Klein
Title: Treasurer

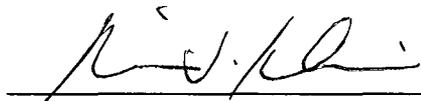
TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER OR OTHER TRUST INDENTURE ESTATE WITHIN THE MEANING OF THE UNIFORM COMMERCIAL CODE (OR OTHER LAW RESPECTING SECURITY INTERESTS) AS IN EFFECT IN ANY APPLICABLE JURISDICTION, NO SECURITY INTEREST IN LESSOR'S INTEREST UNDER THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART NO. 1 HEREOF WHICH SHALL BE IDENTIFIED AS THE COUNTERPART CONTAINING THE RECEIPT THEREFOR EXECUTED BY FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, IMMEDIATELY FOLLOWING THIS LEGEND. SUCH COUNTERPART IS THE ONLY COUNTERPART OF THE LEASE SUPPLEMENT THAT CONTAINS THIS LEGEND.

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

TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER OR OTHER TRUST INDENTURE ESTATE 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 OTHER THAN THE ORIGINAL EXECUTED COUNTERPART NO 1 HEREOF WHICH SHALL BE IDENTIFIED AS THE COUNTERPART CONTAINING THE RECEIPT THEREFOR EXECUTED BY FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, IMMEDIATELY FOLLOWING THIS LEGEND SUCH COUNTERPART IS THE ONLY COUNTERPART OF THE LEASE SUPPLEMENT THAT CONTAINS THIS LEGEND

Delaware)
_____) ss
New Castle)
_____)

Norma P. Closs, On this 27 day of September, 1993 before me personally appeared to me personally known, who being by me duly sworn, says that he/she is the VICE PRESIDENT 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



Notary Public

My Commission Expires 4/20/95

[SEAL]

PATRICIA A. EVANS
NOTARY PUBLIC
My Commission Expires April 20, 1995

STATE OF DIST of)
) ss
COUNTY OF Columbia)

On this 27th day of September, 1953 before me personally appeared Richard I Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said 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 corporation

John W. Jernigan
Notary Public

My Commission Expires 1/1/55

[SEAL]

SCHEDULE 1 TO LEASE
SUPPLEMENT NO. 1

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>MANUFACTURER'S NUMBERS</u>	<u>AMTRAK EQUIPMENT NUMBERS</u>
Two (2) Superliner II Passenger Cars	002 004	32072 32073

Receipt of this original counterpart No. 1 of the foregoing Lease Supplement is hereby acknowledged this ____ day of _____, 19____.

**FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION
as Indenture Trustee**

By _____
Name:
Title: