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RECORDATION NO. 18419-18 FILED 1425

DEC 22 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

December 22, 1993

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

RECORDATION NO. 18419-E FILED 1425

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INTERSTATE COMMERCE COMMISSION

RE. Amtrak Trust 93-C

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 18419

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

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OFFICE OF THE
SECRETARY
LICENSING BRANCH

John S
C. A. Alvord

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

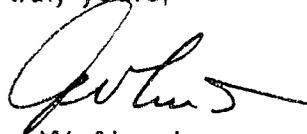
Secured Party: First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

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

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

RECORDATION NO. 18419-E FILED 1425

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INDENTURE SUPPLEMENT NO. 2

INTERSTATE COMMERCE COMMISSION

(AMTRAK TRUST 93-C)

THIS INDENTURE SUPPLEMENT NO. 2 dated as of 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 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 93-C) dated as of September 15, 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 represents and warrants to Indenture Trustee that effective on the date hereof each Unit described in the Annex hereto has been delivered and accepted under the Lease. Owner Trustee further 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. The definition of "Make-Whole Amount" in Annex A to the Indenture is hereby amended and restated in its entirety as follows.

"*Make-Whole Amount*" means, in connection with any applicable prepayment, the present value of foregone scheduled interest and principal payments for the principal prepaid discounted at the Discount Rate less the principal amount being prepaid

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

FIRST SECURITY BANK OF UTAH, 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 a 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 corporation.



Notary Public

My commission expires ~~PATRICIA~~ 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:

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

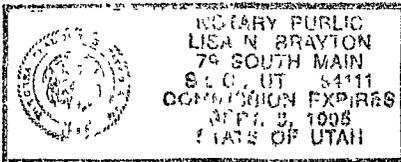
By: Val J. Olt
Title: Asst. Vice President

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

On this ____ day of December, 1993, before me personally appeared Val T. Orton, to me personally known, who, being by me duly sworn, says that he/she is a Asst. Vice President of FIRST SECURITY BANK OF UTAH, 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.

Lisa N. Brayton
Notary Public

My commission expires



ANNEX TO INDENTURE SUPPLEMENT NO. 2

DESCRIPTION OF UNITS

| <u>EQUIPMENT TYPE</u> | <u>MANUFACTURER'S NUMBERS</u> | <u>AMTRAK EQUIPMENT NUMBERS</u> |
|--|-----------------------------------|---|
| Seven (7) Superliner II Passenger Cars | 005 | 39000 |
| | 007 | 39002 |
| | 011 | 39004 |
| | 001 | 32070 |
| | 010 | 32075 |
| | 012 | 32076 |
| | 015 | 32077 |