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RECORDATION NO. 18419-14 FILED 1425

FEB 28 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

February 28, 1994

RECORDATION NO. 18419-14 FILED 1425

FEB 28 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

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

RECEIVED
OFFICE OF THE
SECRETARY
FEB 28 9 41 AM 1994
LICENSING DIVISION

Re: Amtrak Trust 93-C

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) duly executed copies of the following documents, dated as of February 28, 1994, a Lease Supplement No. 3 and an Indenture Supplement No. 3, both secondary documents.

The enclosed documents relate to the Lease and Indenture filed with the Commission on September 30, 1993 under Recordation No. 18419.

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

Lease Supplement No. 3

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:
Strickland
C. Alvord

Mr. Sidney L. Strickland, Jr.
February 28, 1994
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Indenture Supplement No. 3

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

Secured Party: First National 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/bg
Enclosures

RECORDATION NO. 18419- F FILED 1425

FEB 28 1994 -9 50 AM

INTERSTATE COMMERCE COMMISSION

**LEASE SUPPLEMENT NO. 3
(AMTRAK TRUST 93-C)**

THIS LEASE SUPPLEMENT NO. 3 dated as of February 28, 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 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 (Amtrak Trust 93-C) 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 set forth below:

<u>Amtrak No.</u>	<u>Manufacturer's Number</u>	<u>Equipment Cost</u>
32071	003	\$2,843,084.99
32078	016	\$2,842,368.97
32079	018	\$2,842,368.97
32080	019	\$2,842,368.97
32081	021	\$2,842,368.97
32082	023	\$2,842,368.97
32083	025	\$2,843,084.99
32084	027	\$2,843,084.99
39006	017	\$2,734,838.36
39007	020	\$2,734,149.61
39008	022	\$2,734,149.61
39009	024	\$2,734,838.36
39010	026	\$2,734,838.36
39011	028	\$2,734,838.36

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 August 26,

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 August 27, 1994 and shall terminate on January 1, 2017 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: CAROLYN C. DANIELS
Title: ASSISTANT 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.

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

On this 21st day of February, 1994 before me personally appeared Carolyn C. Daniels, to me personally known, who being by me duly sworn, says that he/she is the Assistant Vice President 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
SHARON M. BRENDLE
NOTARY PUBLIC
MY COMMISSION EXPIRES AUGUST 10, 1997

My Commission Expires: _____

[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

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.

SCHEDULE 1 TO LEASE
SUPPLEMENT NO. 3

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>MANUFACTURER'S NUMBERS</u>	<u>AMTRAK EQUIPMENT NUMBERS</u>
Fourteen (14) Superliner II Passenger Cars	003	32071
	016	32078
	018	32079
	019	32080
	021	32081
	023	32082
	025	32083
	027	32084
	017	39006
	020	39007
	022	39008
	024	39009
	026	39010
	028	39011

Receipt of this original counterpart No. 1 of the foregoing Lease Supplement is hereby acknowledged this ____ day of February, 1994.

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

By _____
Name:
Title: