

RECORDATION NO. 18405-H FILED

JUL 19 '01 2-41 PM  
TS  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

July 19, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Indenture Supplement No. 3 (Amtrak 93-B), dated as of June 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 18405.

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

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19899

Indenture Trustee: Chase Manhattan Trust Company, National  
Association  
270 Park Avenue  
New York, NY 10017

A description of the railroad equipment covered by the enclosed document is:

One (1) General Electric P-42 Locomotive: AMTK 122.

Mr. Vernon A. Williams  
July 19, 2001  
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A short summary of the document to appear in the index is:

Indenture Supplement No. 3 (Amtrak 93-B).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

INDENTURE SUPPLEMENT NO. 3  
(AMTRAK TRUST 93-B)

JUL 19 '01 2:41 PM

SURFACE TRANSPORTATION BOARD

THIS INDENTURE SUPPLEMENT No. 3 dated as of June 29, 2001 (this "*Indenture Supplement*") between WILMINGTON TRUST COMPANY, a national banking association, not in its individual capacity but solely as owner trustee ("*Owner Trustee*") under the Trust Agreement, and CHASE MANHATTAN TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, 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, the Indenture provides for the execution and delivery of one or more supplements thereto, which shall particularly describe the Equipment and any Replacement Unit(s) included in the property covered by the Indenture;

WHEREAS, Owner Trustee and Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (Amtrak 93-B) 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 thereto substantially in the form hereof for the purposes of describing and subjecting the Trust Indenture Estate to the Lien of the Indenture; and

WHEREAS, Owner Trustee and Indenture Trustee have entered into that certain (i) Indenture Supplement No. 1 (Amtrak 93-B) dated September 24, 1993 that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on September 24, 1993 under Recordation No. 18405-C, and (ii) Indenture Supplement No. 2 (Amtrak 93-B) dated December 30, 1993 that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 30, 1993 under Recordation No. 18405-E;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto hereby agree as follows:

1. Owner Trustee hereby confirms and agrees that, effective on the date hereof, the Unit described in Schedule 1 attached hereto 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 Unit described in Schedule 1 attached hereto, and the interests therein of Owner Trustee under the Operative Documents, are included in the Trust Indenture Estate.

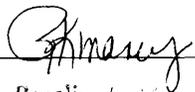
2. Indenture Trustee hereby confirms and agrees that, effective on the date hereof, the Unit bearing Amtrak Equipment Number 807, which has suffered a Casualty Occurrence, is released from the Lien of the Indenture.

3. By the execution and delivery of this Indenture Supplement, Owner Trustee and Indenture Trustee reaffirm all of the terms, provisions and conditions of the Indenture.

4. 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 have caused this Indenture Supplement No. 3 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

By:   
Name: Roseline M. Massey  
Title: Assistant Vice President

CHASE MANHATTAN TRUST COMPANY,  
NATIONAL ASSOCIATION  
as Indenture Trustee

By: \_\_\_\_\_  
Name: Mary A. Newby  
Title: Assistant Vice President

IN WITNESS WHEREOF, the parties have caused this Indenture Supplement No. 3 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

By: \_\_\_\_\_  
Name:  
Title:

CHASE MANHATTAN TRUST COMPANY,  
NATIONAL ASSOCIATION  
as Indenture Trustee

By: Mary A. Newby  
Name: Mary A. Newby  
Title: Assistant Vice President





**SCHEDULE 1  
TO  
INDENTURE SUPPLEMENT NO. 3  
(AMTRAK TRUST 93-B)**

<u>DESCRIPTION</u>	<u>AMTRAK EQUIPMENT NUMBER</u>
ONE (1) GENERAL ELECTRIC P42 LOCOMOTIVE	122