

RECORDATION NO 18404-G

FILED

September 21, 2012 10:15 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

September 21, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Indenture Supplement No. 3 (Amtrak Trust 93-A), dated as of August 7, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Commission and Board under Recordation Number 18404.

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

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, DE 19890

Indenture Trustee: Chase Manhattan Trust Company, National  
Association (as successor to PNC Bank,  
National Association)  
20 West Main Street  
Louisville, KY 40202

Chief, Section of Administration  
September 21, 2012  
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A description of the railroad equipment covered by the enclosed document is:

AMTK 829 has been replaced by GE P42 locomotive AMTK 121.

A short summary of the document to appear in the index is:

Indenture Supplement No. 3 (Amtrak Trust 93-A).

Also enclosed is a check in the amount of \$42.00 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized, cursive script.

Edward M. Luria

EML/sem  
Enclosures

**INDENTURE SUPPLEMENT NO. 3  
(AMTRAK TRUST 93-A)**

THIS INDENTURE SUPPLEMENT No. 3 dated as of August 7, 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-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 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-A) 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. 18404-C, and (ii) Indenture Supplement No. 2 (Amtrak 93-A) dated December 22, 1993 that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 22, 1993 under Recordation No. 18404-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 829, 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.

5. Each of the parties hereto hereby authorizes the preparation, execution, delivery and/or filing of such documents and records, including, without limitation, Uniform Commercial Code financing statements (including, initial financing statements, amendments, continuation statements, and termination statements) that are required to carry out the intent and purposes of this Lease Supplement and of the Lease.

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: Sandra R. Ortiz  
Name: SANDRA R. ORTIZ  
Title: Financial Services Office

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

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

On this 27<sup>th</sup> day of July, 2001 before me personally appeared Sandra Orten, to me personally known, who, being by me duly sworn, says that he/she is the ~~Financial Services Officer~~ WILMINGTON TRUST COMPANY, that the foregoing 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 banking corporation.

Karen Newson  
Notary Public

**KAREN STANETTE NEWSON**  
**NOTARY PUBLIC-DELAWARE**  
My Commission Expires June 28, 2005

My Commission Expires: June 28, 2005

COMMONWEALTH

STATE OF PENNSYLVANIA )

) ss.:

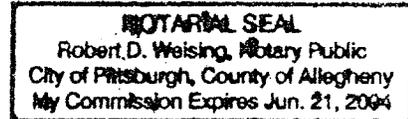
COUNTY OF ALLEGHENY )

On this 27TH day of JULY, 2001 before me personally appeared MARY A. Newby, to me personally known, who, being by me duly sworn, says that he/she is the AVP of CHASE MANHATTAN TRUST COMPANY, NATIONAL ASSOCIATION that the foregoing instrument was signed on behalf of said trust company 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.

R. J. E. W.

Notary Public

My Commission Expires: 6-21-2004



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

<u>DESCRIPTION</u>	<u>AMTRAK EQUIPMENT NUMBER</u>
ONE (1) GENERAL ELECTRIC P42 LOCOMOTIVE	121

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/21/12

Edward M Luria  
Edward M. Luria