RECORDATION NO 21124-F FILED
April 26, 2012 11:40 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

April 26, 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 Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 97-D), dated April 26, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21679.

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

Owner Trustee/ Lessor:	U.S. Bank National Association 225 Franklin Street Boston, MA 02110
Indenture Trustee:	Manufacturers and Traders Trust Company 25 South Charles Street Baltimore, MD 21201

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

2 Superliner railcars AMTK 62023 and 62044 have been replaced by 2 Superliner railcars AMTK 32090 and 34135.

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

Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 97-D).

Also enclosed is a check in the amount of $41.00 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,

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 21124-F FILED
April 26, 2012 11:40 AM
SURFACE TRANSPORTATION BOARD

AMENDMENT TO TRUST AGREEMENT AND INDENTURE SUPPLEMENT NO. 1 (AMTRAK TRUST 97-D)

THIS AMENDMENT TO TRUST AGREEMENT AND INDENTURE SUPPLEMENT NO. 1 (AMTRAK TRUST 97-D) dated April 26, 2012 (this "**Amendment**") between **U.S. BANK NATIONAL ASSOCIATION**, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (the "**Owner Trustee**") and **MANUFACTURERS AND TRADERS TRUST COMPANY**, as Indenture Trustee (the "**Indenture Trustee**"), hereby amends that certain Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 97-D) dated December 31, 1997 (the "**Indenture Supplement**") to that certain Trust Indenture and Security Agreement (Amtrak Trust 97-D) dated as of December 1, 1997 in each case, between the Owner Trustee and the Indenture Trustee, which documents were recorded with the Surface Transportation Board under Recordation Nos. 21124-B and 21124-A, respectively, on December 31, 1997 at 10:20 a.m. and deposited in the office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on December 31, 1997 at 10:19 a.m., respectively, (as modified, amended and supplemented to the date hereof, the "**Indenture**"); and capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Amendment have the respective meanings specified therefor in the Indenture.

WHEREAS, Owner Trustee and Indenture Trustee desire to replace the Units currently subject to the Lien of the Indenture described in Schedule 1 (the "**Replaced Units**") with the railroad passenger cars described in Schedule 2 attached hereto (the "**Replacement Units**").

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

1. By the execution and delivery of this Amendment, Owner Trustee and Indenture Trustee agree that the references in the Indenture Supplement to the Replaced Units described in Schedule 1 hereto shall be deleted and replaced with a reference to the Replacement Units described in Schedule 2 hereto.

2. Owner Trustee and Indenture Trustee agree that for all purposes of the Indenture and the other Operative Documents, (a) each Replacement Unit shall be deemed to be included in the Trust Indenture Estate and be subjected to the Lien of the Indenture, and shall be deemed a "Unit" as such term is defined therein in place of the Replaced Unit identified in the column headed "Replaced Unit" opposite such Replacement Unit on Schedule 2 hereto; (b) each Replacement Unit shall be deemed to have the same Equipment Cost, Rent, and Casualty Value as that of the Replaced Unit identified in the column headed "Replaced Unit" opposite such Replacement Unit on Schedule 2 hereto; and (c) the Replaced Units are hereby released from the Lien of the Indenture and the Indenture is terminated with respect to the Replaced Units.

3. Owner Trustee and Indenture Trustee hereby reaffirm all of the terms, provisions and conditions of the Indenture.

3. This Amendment 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.

4. 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, correction statements, and termination statements), at Lessee's expense, that are required to carry out the intent and purpose of this Amendment and of the Indenture.

[Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 97-D)]

IN WITNESS WHEREOF, the parties have caused this Amendment to Trust Agreement and Indenture Supplement No. 1 to be duly executed by their respective duly authorized officers as of the date first set forth above.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By: Crystal Deperry
Name: Crystal Deperry
Title: Assistant Vice President

MANUFACTURERS AND TRADERS TRUST COMPANY, as Indenture Trustee

By:_____
Name:
Title:

[Amendment to Trust Agreement and Indenture Supplement No. 1 (Amtrak Trust 97-D)]

STATE OF Connecticut)
) ss.:
COUNTY OF Hartford)

On this 18 day of April, 2012 before me personally appeared Crystal Depen, to me personally known, who, being by me duly sworn, says that he/she is the Assistant Vice President of U.S. BANK NATIONAL ASSOCIATION, 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 national banking association.

Susan P. McNally
Notary Public

My Commission Expires: _____

SUSAN P. McNALLY
NOTARY PUBLIC - CONNECTICUT
My Comm. Expires March 31, 2015

IN WITNESS WHEREOF, the parties have caused this Amendment to Trust Agreement and Indenture Supplement No. 1 to be duly executed by their respective duly authorized officers as of the date first set forth above.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By:_____
Name:
Title:

MANUFACTURERS AND TRADERS TRUST COMPANY, as Indenture Trustee

By: [illegible]
Name: [illegible]
Title: Banking Officer

STATE OF MARYLAND)
) SS.:
CITY OF BALTIMORE)

On this 17th day of April, 2012 before me personally appeared Artis Cummings, to me personally known, who being by me duly sworn, says that she is a Bank Officer of MANUFACTURERS AND TRADERS TRUST COMPANY, that said instrument was signed on behalf of said company by authority of its Board of Directors and she acknowledges that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires:

April 4, 2014

SCHEDULE 1 TO
AMENDMENT TO TRUST AGREEMENT AND INDENTURE SUPPLEMENT NO. 1

DESCRIPTION OF REPLACED UNITS

Equipment Type	Amtrak Car Equipment Number
Amerail Viewliner Passenger Car	62023
Amerail Viewliner Passenger Car	62044

SCHEDULE 2 TO
AMENDMENT TO TRUST AGREEMENT AND INDENTURE SUPPLEMENT NO. 1

DESCRIPTION OF REPLACEMENT UNITS

Equipment Type	Amtrak Car Equipment Number	Replaced Unit (Amtrak Equipment Number)
Superliner II Sleeper Car	32090	62023
Superliner II Coach Car	34135	62044

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: 4/26/12

Edward M Luria

Edward M. Luria