



RECORDATION NO. 15701-D FILED 1425

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

1. Confirmatory Supplement dated as of December 31, 1989, a secondary document which supplements the Security Agreement (Mortgage) ("Security Agreement") dated as of June 30, 1988, between Export Development Corporation ("EDC") and the National Railroad Passenger Corporation ("Amtrak"), a primary document which was filed under Recordation No. 15701.
2. Lease Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Lease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-B.
3. Lessee Security Agreement Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Lessee Security Agreement (Mortgage) dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-D.
4. Sublease Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Sublease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-F.
5. Indenture Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-H.

Amtrak requests that all of the documents listed herein be filed under Recordation No. 15701.

The parties to the above-listed documents include the following:

1. the Confirmatory Supplement: EDC as mortgagee and Amtrak as mortgagor.

RECORDATION NO. 15701-P FILED 1425

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

AN EQUAL OPPORTUNITY EMPLOYER

RECORDATION NO. 15701-M FILED 1425

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 15701-N FILED 1425

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

December 22, 1989

9-356A027

Copy prepared William J. Eshelberg

RECORDATION NO. 15701-Q FILED 1425

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Interstate Commerce Commission
December 22, 1989
Page 2

2, 3 and 4. the Lease Supplement No. 2, the Lessee Security Agreement Supplement No. 2, and the Sublease Supplement No. 2: Amtrak as, respectively, lessor, mortgagor, and sublessee; Wilmington Trust Company ("Owner Trustee") as, respectively, lessee, mortgagee, and sublessor.

5. the Indenture Supplement No. 2: Owner Trustee as mortgagor and The Connecticut National Bank ("Indenture Trustee") as mortgagee.

The addresses of the parties are:

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115
Attention: Corporate Trust Administration

Export Development Corporation
Place Export Canada
151 O'Connor Street
P.O. Box 655
Ottawa, Canada K1P 5T9

National Railroad Passenger Corporation
60 Massachusetts Avenue, N. E.
Washington, D. C. 20002
Attention: Corporate Secretary

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

The railway equipment covered by the primary documents referenced above consists of eighty-six (86) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54413, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive. All other documents listed above cover a portion of such railway equipment: thirty-seven (37) intercity passenger coaches bearing Amtrak road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071 inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

A fee of \$75 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

Short Summaries of the documents to appear in the index follow:

1. Confirmatory Supplement to the Security Agreement (Mortgage) with Recordation No. 15701 dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

2. Lease Supplement No. 2 to the Lease of Railroad Equipment with Recordation No. 15701-B dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

3. Lessee Security Agreement Supplement No. 2 to the Lessee Security Agreement (Mortgage) with Recordation No. 15701-D dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

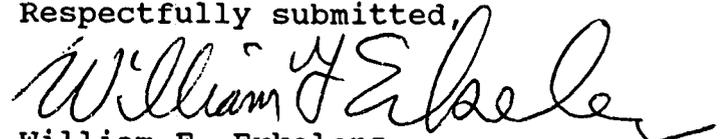
4. Sublease Supplement No. 2 to the Sublease of Railroad Equipment with Recordation No. 15701-F dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

5. Indenture Supplement No. 2 to the Trust Indenture and Security Agreement (Mortgage) with Recordation No. 15701-H dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

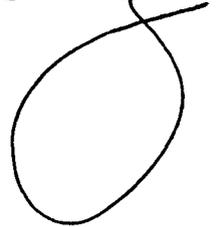
Ms. Noretta R. McGee
Interstate Commerce Commission
December 22, 1989
Page 4

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "William F. Erkelenz". The signature is written in black ink and is positioned above the typed name.

William F. Erkelenz
General Solicitor

A large, stylized handwritten flourish or mark, possibly a large loop or a decorative element, located to the right of the typed name and signature.

DEC 22 1989 -10 55 AM

EXECUTION COPY

INTERSTATE COMMERCE COMMISSION

INDENTURE SUPPLEMENT NO. 2

THIS INDENTURE SUPPLEMENT NO. 2, dated as of December 31, 1989 between WILMINGTON TRUST COMPANY, a Delaware banking corporation having its principal office and chief place of business at Rodney Square North, Wilmington, Delaware 19890, not in its individual capacity but solely as Owner Trustee under the Trust Agreement as defined in Annex A in the Indenture referred to below, except as expressly provided in the Indenture referred to below (herein, together with any successors thereto in such trustee capacity, called the "Owner Trustee"), and THE CONNECTICUT NATIONAL BANK, a national banking association having its corporate trust office at 777 Main Street, Hartford, Connecticut 06115, Attention: Corporate Trust Administration, as Indenture Trustee (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, the Owner Trustee and the Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Mortgage) dated as of July 15, 1989 (the "Indenture"; the 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 confirming or completing the description of the Leasehold Interest in one or more Items of Equipment subjected 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. The Owner Trustee hereby represents and warrants to the Indenture Trustee and the Sublessee has confirmed to the Owner Trustee that, effective on the date hereof, the Items of Equipment described in the Annex hereto have been delivered to the Sublessee, and have been duly accepted by the Sublessee, and that said Annex contains a correct and complete description of said Items of Equipment (including Manufacturers' serial numbers, where appropriate) sufficient for the purposes of the Sublease Agreement and the Indenture.

The Owner Trustee further represents and warrants to the Indenture Trustee that the Sublessee has confirmed to the Owner Trustee that each Item of Equipment covered hereby has been marked in accordance with Section 6 of the Sublease.

2. 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.

3. Although this indenture supplement is dated for convenience as of the date first above written, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the Acknowledgments hereto annexed.

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, except as
expressly provided herein

By: 
Title: VP

THE CONNECTICUT NATIONAL BANK,
as Indenture Trustee

By: _____
Title: _____

[SIGNATURE PAGE]

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, except as
expressly provided herein

By: _____
Title:

THE CONNECTICUT NATIONAL BANK,
as Indenture Trustee

By:  _____
Title: RINETTE BOUCHARD
TRUST OFFICER

[SIGNATURE PAGE]

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

On this 19th day of December, 1989, before me personally appeared NORMA P. CLOSS to me personally known, who, being by me duly sworn, says that she is the VICE PRESIDENT of WILMINGTON TRUST COMPANY, as Owner Trustee in said instrument, that said instrument was signed on behalf of said corporation 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 corporation.



Notary Public

My commission expires

4/20/91

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this ___ day of December, 1989, before me personally appeared Rinette Bouchard, to me personally known, who, being by me duly sworn, says that she is a Corporate Trust Officer of THE CONNECTICUT NATIONAL BANK, a national banking association, that said instrument was signed on behalf of said national banking association 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 national banking association.

Notary Public

My commission expires

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this ____ day of December, 1989, before me personally appeared Carolyn C. Daniels, to me personally known, who, being by me duly sworn, says that she is the Financial Services Officer of WILMINGTON TRUST COMPANY, as Owner Trustee in said instrument, that said instrument was signed on behalf of said corporation 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 corporation.

Notary Public

My commission expires

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 21ST day of December, 1989, before me personally appeared Rinette Bouchard, to me personally known, who, being by me duly sworn, says that she is a Corporate Trust Officer of THE CONNECTICUT NATIONAL BANK, a national banking association, that said instrument was signed on behalf of said national banking association 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 national banking association.



Notary Public

My commission expires

ANNA K. WEISZ
Notary Public, State of New York

No. 03-4211565
Qualified in Bronx County
Certificate Filed in New York
County Clerk's Office
Commission Expires November 30, 1991

ANNEX TO INDENTURE SUPPLEMENT NO. 2

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>MODEL</u>	<u>TYPE</u>	<u>MANUFACTURER'S NO.</u>	<u>AMTRAK NO.</u>
Horizon Fleet	Coach	462	54044
Horizon Fleet	Coach	464	54046
Horizon Fleet	Coach	465	54047
Horizon Fleet	Coach	466	54048
Horizon Fleet	Coach	467	54049
Horizon Fleet	Coach	468	54050
Horizon Fleet	Coach	469	54051
Horizon Fleet	Coach	470	54052
Horizon Fleet	Coach	471	54053
Horizon Fleet	Coach	472	54054
Horizon Fleet	Coach	473	54055
Horizon Fleet	Coach	474	54056
Horizon Fleet	Coach	475	54057
Horizon Fleet	Coach	476	54058
Horizon Fleet	Coach	477	54059
Horizon Fleet	Coach	478	54060
Horizon Fleet	Coach	479	54061
Horizon Fleet	Coach	480	54062
Horizon Fleet	Coach	481	54063
Horizon Fleet	Coach	483	54065
Horizon Fleet	Coach	484	54066
Horizon Fleet	Coach	485	54067
Horizon Fleet	Coach	486	54068
Horizon Fleet	Coach	487	54069
Horizon Fleet	Coach	488	54070
Horizon Fleet	Coach	489	54071
Horizon Fleet	Coach	490	54500
Horizon Fleet	Coach	491	54501
Horizon Fleet	Coach	492	54502
Horizon Fleet	Coach	493	54503
Horizon Fleet	Coach	494	54504
Horizon Fleet	Coach	495	54505
Horizon Fleet	Coach	496	54506
Horizon Fleet	Coach	497	54507
Horizon Fleet	Coach	498	54508
Horizon Fleet	Coach	499	54509
Horizon Fleet	Coach	501	54511
Horizon Fleet	Food Service	392	53000
Horizon Fleet	Food Service	393	53001
Horizon Fleet	Food Service	394	53002
Horizon Fleet	Food Service	395	53003
Horizon Fleet	Food Service	396	53004
Horizon Fleet	Food Service	397	53005
Horizon Fleet	Food Service	456	53500
Horizon Fleet	Food Service	457	53501
Horizon Fleet	Food Service	458	53502
Horizon Fleet	Food Service	459	53503