

280 PARK AVENUE, NEW YORK, N. Y. 10017
(212) 732-1040, TELEX: 126897

20 PLACE VENDÔME, 75001 PARIS, FRANCE
260. 34. 05; TELEX: 220242

1747 PENNSYLVANIA AVENUE, N. W., WASHINGTON, D. C. 20006
(202) 872-0013; TELEX: 89543

WHITE & CASE
14 WALL STREET
NEW YORK, N. Y. 10005
(212) 732-1040
TELEX: 126201

66 GRESHAM ST., LONDON EC2V 7LB, ENGLAND
726-6361; TELEX: 884757

125 WORTH AVENUE, PALM BEACH, FLORIDA 33480
(305) 833-1040

2 ICE HOUSE STREET, HONG KONG
5-253061; TELEX: 63604

JAS:CAT

2-033A136

PLEASE REPLY TO 280 PARK AVENUE

January 28, 1982

RECORDATION NO. 13353-A Filed 1/28

Hon. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

Noted FEB 02 1982 10 PM
Date FEB 02 1982
Fee \$ 10.00
INTERSTATE COMMERCE COMMISSION
Washington, D. C.

Dear Ms. Mergenovich:

Pursuant to 49 USC §11303 of the Interstate Commerce Act, there are transmitted herewith for filing and recording one executed notarized original, and one copy, of an amendment dated December 22, 1981 to an Agreement dated November 1, 1981 between General Electric Company, as Tax Lessor, and National Railroad Passenger Corporation, as Property Owner, for the leasing of Locomotives and Passenger Cars. The original Agreement for the leasing of Locomotives and Passenger Cars was recorded on December 14, 1981, recordation no. 13353.

The name and address of the Property Owner are:

National Railroad Passenger Corporation
400 North Capitol Street, N.W.
Washington, DC 20001

The name and address of the Tax Lessor are:

General Electric Company
570 Lexington Avenue
New York, New York 10022

A check in the amount of \$10 to cover the additional filing fee is enclosed.

Sincerely yours,

Jennifer A. Sullivan
Jennifer A. Sullivan

Enclosures

C. D. Byrd / Bailey

1981 Locomotives and Passenger Cars Agreement

The Property
Part 2*

EXHIBIT NO. 13353-A
FILE NO.

ANNEX A
(Part 2)
Page 1

Amfleet II

FEB 2 1982 -4 10 PM

INTERSTATE COMMERCE COMMISSION

Fourteen (14) low-level passenger cars of stainless steel construction manufactured by Budd Company.

<u>(1)</u> <u>Item</u>	<u>(2)</u> <u>Property Owner's Adjusted</u> <u>Basis/Purchase Price</u>
25000 Coach	\$ 830,226
25001 "	830,226
25002 "	830,226
25003 "	830,226
25004 "	830,226
25005 "	830,226
25006 "	830,226
25007 "	830,226
25008 "	824,123
25009 "	824,123
25010 "	827,595
25011 "	827,595
25012 "	827,595
25014 "	827,595
Subtotal Amfleet II	<u>\$11,600,434</u>

1981 Locomotives and Passenger Cars Agreement

The Property
Part 2*

ANNEX A
(Part 2)
Page 2

Seven (7) AEM-7s - Swedish designed electric locomotives with 4 axles and 7,000 horsepower manufactured by General Motors - Electromotive division.

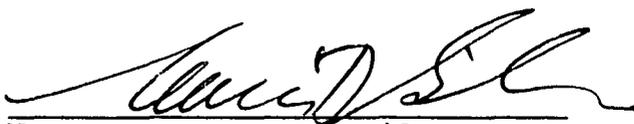
(1) <u>Item</u>	(2) <u>Property Owner's Adjusted Basis/Purchase Price</u>
930	\$ 3,421,094
931	3,421,094
933	3,454,473
934	3,455,665
935	3,455,665
936	3,414,836
937	<u>3,414,836</u>
Subtotal AEM-7s	<u>\$24,037,663</u>
Total Railcar/Locomotive	<u>\$35,638,097</u>

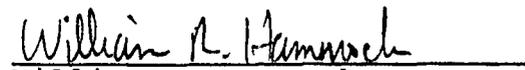
(3) <u>Cash Payment</u>	(4) <u>Lease Termination Date</u>	(5) <u>Present Class Life</u>	(6) <u>150 Percent of Present Class Life</u>	(7) <u>168(c)(2) Class of Recovery Property</u>
\$8,909,524	December 22,2003	15 years	22.5 years	5 years

*As amended December 22, 1981:

NATIONAL RAILROAD PASSENGER
CORPORATION

GENERAL ELECTRIC COMPANY


Name: Lawrence D. Gilson
Title: Vice President-
Corporate Development


William R. Hammock
Attorney-in-fact

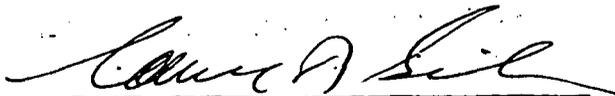
Loan and Rental Payments
Expressed as % of Debt

<u>Payment * Date</u>	<u>Amount of Interest</u>	<u>Amount of Principal</u>	<u>Installment Loan Payment</u>	<u>Amount of Rental Payment</u>
Dec. 22, 1982	12.3750	.4454	12.8204	12.8204
Dec. 22, 1983	12.3015	.5189	12.8204	"
Dec. 22, 1984	12.2159	.6045	12.8204	"
Dec. 22, 1985	12.1162	.7042	12.8204	"
Dec. 22, 1986	12.0000	.8204	12.8204	"
Dec. 22, 1987	11.8646	.9958	12.8204	"
Dec. 22, 1988	11.7069	1.1135	12.8204	"
Dec. 22, 1989	11.5232	1.2972	12.8204	"
Dec. 22, 1990	11.3091	1.5113	12.8204	"
Dec. 22, 1991	11.0598	1.7606	12.8204	"
Dec. 22, 1992	10.7693	2.0511	12.8204	"
Dec. 22, 1993	10.4309	2.3895	12.8204	"
Dec. 22, 1994	10.0366	2.7838	12.8204	"
Dec. 22, 1995	9.5772	3.2432	12.8204	"
Dec. 22, 1996	9.0421	3.7783	12.8204	"
Dec. 22, 1997	8.4187	4.4017	12.8204	"
Dec. 22, 1998	7.6924	5.1280	12.8204	"
Dec. 22, 1999	6.8463	5.9741	12.8204	"
Dec. 22, 2000	5.8606	6.9598	12.8204	"
Dec. 22, 2001	4.7122	8.1082	12.8204	"
Dec. 22, 2002	3.3744	9.4460	12.8204	"
Dec. 22, 2003	1.8158	11.0046	12.8204	"

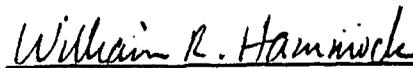
* As amended December 22, 1981:

NATIONAL RAILROAD PASSENGER
CORPORATION

GENERAL ELECTRIC COMPANY



Name: Lawrence D. Gilson
Title: Vice President-
Corporate Development



William R. Hammock
Attorney-in-fact

DISTRICT OF COLUMBIA ss:

I, the undersigned Notary Public in and for the district aforesaid, do hereby certify that William R. Hammock and Lawrence D. Gilson whose names are signed to the foregoing document, bearing the date of December 22, 1981, are proved by the oath of creditable witnesses to be Attorney-in-Fact of the General Electric Company and Vice-President for Corporate Development of the National Railroad Passenger Corporation, respectively.


Notary Public

My Commission Expires:

My Commission Expires April 14, 1983