

RECORDATION NO. 13437-8
Filed 1438

MAR 12 1982 -3 35 PM

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

280 PARK AVENUE, NEW YORK, N. Y. 10017
(212) 732-1040; TELEX: 126697

125 WORTH AVENUE, PALM BEACH, FLORIDA 33480
(305) 633-1040

INTERSTATE COMMERCE COMMISSION
WHITE & CASE

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

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

66 GRESHAM ST, LONDON EC2V 7LB, ENGLAND
726-6361, TELEX: 684757

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

RECORDATION NO. 13437-8
Filed 1438

CLB:PLR

March 12, 1982

MAR 12 1982 -3 35 PM

INTERSTATE COMMERCE COMMISSION

Hon. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

2-0721063
MAR 12 1982
70-00

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 amendments, Parts I and II, dated, February 19, 1982 and February 26, 1982 respectively, to an Agreement dated December 22, 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 January 19, 1982, recordation no. 13437.

The name and address of the Property Owner are:

National Railroad Passenger Corporation
400 North Capitol Street, N.W.
Washington, D.C. 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 \$20 to cover the additional filing fee is enclosed.

Sincerely yours,

Cynthia L. Brundige
Cynthia L. Brundige
Legal Assistant

Enclosure

Countersigned - S. J. Kennedy

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Cynthia L. Brundige
Legal Assistant
White & Case
1747 Pennsylvania Ave. N. W.
Washington, D. C. 20006

March 12, 1982

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/12/82 at 3:35PM, and assigned re-
recording number(s). 13437-A, 13437-B, 13438-A, & 13438-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

1982 Locomotives and Passenger Car Agreement

ANNEX A

PAGE 1

The Property*

Amfleet II

Six (6) low-level passenger cars of stainless steel construction manufactured by Budd Company.

RECORDATION NO. 13437-A
FILM 1405
MAR 12 1982 -3 35 PM
INTERSTATE COMMERCE COMMISSION

(1) Item	(2) Property Owner's Adjusted Basis/Purchase Price
25013 Coach	827.595
25015 Coach	824.129
25016 Coach	831.906
25017 Coach	831.906
28001 Cafe	984.793
28002 Cafe	981.326

Subtotal Amfleet II 5,281,655

Two (2) AEM-7s - Swedish designed electric locomotives with 4 axles and 7,000 horsepower manufactured by General Motors Electromotive division.

938	3,402,540
939	3,402,540
Subtotal AEM-7s	6,805,080
Total Railcar/ Locomotive	<u>12,086,735</u>

(3) Cash Payment	(4) Lease Termination Date	(5) Present Class Life	(6) 150 Percent of Present Class Life	(7) 168(c) Class of Recovery Property
3,082,117	February 19 2004	15 years	22.5 years	5 years

*As amended February 19, 1982.

NATIONAL RAILROAD PASSENGER CORPORATION

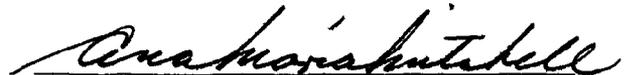
GENERAL ELECTRIC CREDIT CORPORATION


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


Name: Kenneth G. Rusterholz
Title: Vice President & Manager
Transportation Financing Operation

DISTRICT OF COLUMBIA ss:

I, the undersigned Notary Public in and for the district aforesaid do hereby certify that Lawrence D. Gilson and Kenneth G. Rusterholz whose names are signed to the foregoing document, bearing the date February 19, 1982, are proved by the oath of creditable witnesses to be Vice-President -- Corporate Development of the National Railroad Passenger Corporation and Vice-President and Manager Transportation Financing Operation of the General Electric Credit Corporation, respectively.


Notary Public

3-12-82

My Commission Expires:
My Commission Expires April 14, 1983