

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

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CLB:PLR

March 12, 1982

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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

1982 Locomotives and Passenger Car Agreement

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 INTERSTATE COMMERCE COMMISSION

The Property*
 Part II
Amfleet II

ANNEX A

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

(1) <u>Item</u>	(2) <u>Property Owner's Adjusted Basis/Purchase Price</u>
25018 Coach	\$ 829,248
25019 Coach	829,248
25020 Coach	829,248
25029 Coach	829,248
25030 Coach	829,248
28003 Cafe	<u>978,669</u>
Subtotal Amfleet II	\$ 5,124,909

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

940	\$ 3,457,674
941	<u>3,457,674</u>
Subtotal AEM-7s	\$ 6,915,348
Total Railcar/ Locomotive	<u>\$12,040,257</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) Class of Recovery Property</u>
3,070,265	February 26 2004	15 years	22.5 years	5 years

*As amended February 26, 1982.

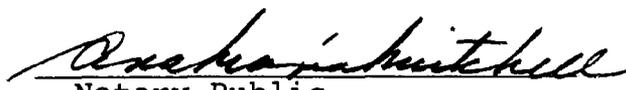
NATIONAL RAILROAD PASSENGER
CORPORATION

GENERAL ELECTRIC CREDIT
CORPORATION


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

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 26, 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