RECORDATION NO. 13438-B Filed 1425

MAR 12 1982 -3 35 PM

INTERSTATE COMMERCE COMMISSION

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) 833-1040

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: 884757

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

CLB:PLR RECORDATION NO. 13438-A Filed 1425

March 12, 1982

MAR 12 1982 -3 35 PM

INTERSTATE COMMERCE COMMISSION

No. 2-[illegible] MAR 12 1982

$ 20-00

Washington, D. C.

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

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 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 materials for Track and Betterments. The original Agreement for the leasing of materials for Track and Betterments was recorded on January 19, 1982, recordation no. 13438.

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

Counterpart - [illegible]

1982 Track and Betterments Agreement

ANNEX A

Page 1

The Property *

RECORDATION NO. 13438-A Filed 1425

MAR 12 1982 -3 35 PM

INTERSTATE COMMERCE COMMISSION

(1) Item	(2) Property Owner's Adjusted Basis/Purchase Price Amount	Total
New rail		
Wood ties		
Ballast		
Other track material		
Communications & signals		
Bridges, trestles & culverts		
Track laying & surfacing		
Other costs		
Total		$10,000,000

(3) Cash Payment	(4) Lease Termination Date	(5) Useful Life	(6) 90% of Useful Life
2,550,000	February 19, 2004	24.5 years	22.05 years

*As amended February 19, 1982.

NATIONAL RAILROAD PASSENGER CORPORATION

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

GENERAL ELECTRIC CREDIT CORPORATION

Kenneth G. Rusterholz
Vice President & Manager
Transporation Financing Operation

NEW YORK DIVISION

SUMMARY

New rail	$ 42,649
Wood ties	124,547
Concrete ties	51,963
Ballast	71,843
Switches & turnouts	96,964
Other track material	29,242
Communications & signals	110,322
Electric transmission	105,833
Bridges, trestles & culverts	466,747
Track laying and surfacing	776,139
Other costs	646,871
	$2,523,120

TRACK & BETTERMENTS
NEW YORK DIVISION
WORK ORDER AND PROJECT NUMBERS

Work Order #	Work Order #	Work Order #	Work Order #
388001	648002	543007	226001
388002	651001	543008	226002
388003	651002	524001	226005
388004	651003	524002	226006
388005	653001	684001	234001
388006	688001	684002	234003
579001	494001	684003	234004
577001	494004	684004	234005
594001	494009	547001	234006
628001	504001	551001	241004
718002	504002	551005	241008
201005	510001	226001	241009
219004	516001	226002	241010
228001	519001	226004	241012
241001	532001	226006	241014
291004	532002	226009	250004
474001	532003	226010	270001
474002	532006	226011	204001
474003	532007	229001	362001
474004	535001	229004	363001
474007	535007	229005	363002
474009	535008	208003	363004
480001	535009	211001	336001
480002	679003	220008	339001
483001	679004	231002	339002
477001	679005	245001	359001
477002	444001	245003	230001
477005	539003	234001	332002
477006	539007	218010	80-91
483002	539009	218011	81-26
486001	539012	203008	78-95
486002	539013	208001	80-93
498001	539014	208002	
498002	539020	248001	
531002	539021	248002	
531003	539022	248003	
581001	539023	257004	
581002	539024	231002	
581004	743003	231003	
581007	543001	231004	
581008	543006	231014	
648001	521001	231022	

PHILADELPHIA DIVISION

SUMMARY

New rail	$ 9,334
Wood ties	136,416
Ballast	15,651
Switches & turnouts	17,054
Other track material	13,836
Communications & signals	107,008
Electric transmission	44,960
Bridges, trestles & culverts	56,191
Track laying & surfacing	314,082
Other costs	158,784
	$873,316

TRACK & BETTERMENTS
PHILADELPHIA DIVISION
WORK ORDER AND PROJECT NUMBERS

Work Order #	Work Order #
469001	210005
469004	255001
740001	255002
740002	255003
231003	255004
277001	255005
476001	255006
479001	255007
479002	240002
482001	259005
493002	259008
509001	259009
518001	259012
534007	259014
678005	259016
538001	259017
538002	80-72
538003	80-82
538005	80-91
723003	81-47
542002	81-48
542005	81-49
523001	81-51
523002	81-52
683001	82-2
586001	79-40
232001	80-50
214001	81-53
214002	80-74
225001	80-75
228001	80-73
228002	81-32
233001	81-50
241001	
236001	
220002	
220004	
228001	
231004	
240001	
240002	
239001	
202001	

BALTIMORE DIVISION

SUMMARY

New rail	$ 50,329
Wood ties	118,952
Concrete ties	66,497
Ballast	133,122
Switch & turnouts	84,732
Other track material	45,846
Communication & signals	286,242
Electric transmission	66,815
Bridges, trestles & culverts	140,922
Track laying & surfacing	951,760
Other costs	1,752,137
	$3,697,264

TRACK & BETTERMENTS
BALTIMORE DIVISION
WORK ORDER AND PROJECT NUMBERS

Work Order #	Work Order #	Work Order #	Work Order #
378001	475008	677002	244001
380002	478008	677009	244002
381001	619010	537011	261002
383002	622002	537015	254001
383004	481008	537016	254003
379001	484008	537022	238001
379002	484009	537023	218001
379003	484011	537037	218003
379005	487008	722001	261001
379007	497001	722002	201001
379008	500001	541005	209010
	500002	541007	227001
379009	500003	541012	247001
379012	500008	541016	270001
379014	582002	541022	256004
379015	582005	541028	256011
379017	582006	541033	261001
379018	647002	541036	261002
468001	650001	680002	261003
467001	650002	680004	261004
580001	650006	680010	261006
580004	687001	680013	261009
623001	422003	522001	261010
569002	492001	522002	261012
569003	492005	682001	261013
	492006	682002	261016
563001	414010	553001	261017
563002	432003	553005	261018
563003	502010	553011	261019
591001	508009	375001	261022
691001	520001	465001	267001
584001	583001	231001	239001
226002	583004	213001	239003
226005	583006	227001	239004
248002	673002	227002	260005
357001	673003	227003	260011
471001	673004	201005	239007
472001	675001	219004	374001
472002	675002	222001	331001
472003	675003	248001	351001
619001	675005	231006	371001
619002	533001	232005	234333
619009	533002	232006	80-91
401005			

TRACK & BETTERMENTS
BALTIMORE DIVISION
WORK ORDER AND PROJECT NUMBERS

Work Order #
379017
569004

BOSTON DIVISION

SUMMARY

New rail	$ 60,674
Wood ties	359,466
Ballast	12,703
Switches & turnouts	217,148
Other track material	102,528
Communication & signals	65,165
Bridges, trestles & culverts	469,357
Track laying & surfacing	385,213
Other costs	809,440
	$2,481,694

TRACK & BETTERMENTS
BOSTON DIVISION
WORK ORDER AND PROJECT NUMBERS

Work Order #	Work Order #	Work Order #	Work Order #
473001	392001	242009	
473002	393001	249011	
473003	394001	249012	
624001	218012	249013	
624004	218013	249015	
625003	218014	249018	
625004	218015	249024	
527003	218016	249028	
528001	218017	249030	
528002	218019	249040	
560001	218020	317001	
526007	231001	317002	
526009	232001	317003	
526015	246001	317004	
557001	246002	360001	
530001	242001	361001	
593001	246003	361002	
211001	246004	361003	
229004	246001	361004	
275004	247001	348001	
344002	254003	356001	
527001	254006	350001	
495014	254007	381001	
540002	254008	80-83	
540010	262017	80-87	
540024	262025	80-88	
699003	262026	80-91	
699004	262028	81-37	
700002	266001	81-40	
700003	266002	81-41	
700004	266006	79-40	
373002	278001	80-86	
549002	268001	80-89	
525001	268002	81-8	
525002	268003	81-44	
685001	268004	81-94	
685002	244008	81-110	
548036	242001	80-108	
717001	242002	80-139	
389001	242003		
390001	242005		
391001	242007		

OTHER THAN NORTHEAST CORRIDOR

SUMMARY

New rail	$ 905
Wood ties	3,718
Ballast	19,541
Switches & turnouts	60,591
Other track material	81,667
Communications & signals	140,956
Track laying & surfacing	85,438
Other costs	31,790
	$424,606

AMTRAK CAR's
NON-NORTHEAST CORRIDOR
WORK ORDER AND PROJECT NUMBERS

Work Order #
77-154
77-154S4
77-242
80-92
80-124
80-127
81-66
77-154S2
80-134
80-157
81-3

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.

Ora Maria Mitchell
Notary Public
3-12-82

My Commission Expires:
My Commission Expires April 14, 1983