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December 3, 1999

RECORDATION NO. 13437-C FILED

DEC 3 '99 11-00AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated November 29, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement filed with the Board under Recordation Number 13437.

The name and address of the party to the enclosed document are:

Lessor: General Electric Capital Corporation
f/k/a General Electric Credit Corporation
2901 East Lake Road
Erie, Pennsylvania 16531

A description of the railroad equipment covered by the enclosed document is set forth on Annex A attached hereto.

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

ANNEX A

EQUIPMENT

Description	Amtrak Road Numbers
Amcoach II	25013
Amcoach II	25015
Amcoach II	25016
Amcoach II	25017
Amcoach II	25018
Amcoach II	25019
Amcoach II	25020
Amcoach II	25029
Amcoach II	25030
Amlounge II	28001
Amlounge II	28002
Amlounge II	28003

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TERMINATION AND RELEASE

This TERMINATION AND RELEASE dated November 29, 1999 (the "*Termination and Release*") is made by GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, f/k/a General Electric Credit Corporation, a New York corporation (the "*Lessor*").

W I T N E S S E T H :

WHEREAS, the Lessor and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), are parties to that certain Agreement dated as of December 22, 1981 ("*Agreement*"), which Agreement has been filed and recorded on January 19, 1982 at 12:35 P.m.with the Surface Transportation Board and has been assigned recordation No. 13437;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Lessor agrees as follows:

Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Agreement.

Section 2. Termination and Release of the Equipment. All right, title and interest of the Lessor in and to the Equipment described on Annex A hereto is hereby terminated and released. Amtrak and Lessor hereby terminate and cancel the Agreement but only with respect to those Units described on Annex A hereto. The Agreement shall remain in full force and effect with respect to all Units not specifically described on Annex A hereto.

Section 3. Further Assurances. The Lessor hereby agrees to execute and deliver to Amtrak and its successors and assigns, at Amtrak's or its successors and assigns' cost and expense, as the case may be, such additional instruments, notices, releases or certificates as Amtrak or its successors and assigns, as the case may be, may reasonably request to effectuate the foregoing provisions of this Termination and Release.

IN WITNESS WHEREOF, the Lessor has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GENERAL ELECTRIC CAPITAL CORPORATION,
f/k/a General Electric Credit Corporation

By: R. T. Sturgeon
Name: R. T. Sturgeon
Title: Manager-Operations

STATE OF CT)
) ss
COUNTY OF Fairfield)

On this, the 29th day of November, 1999, before me personally appeared R. T. Sturgeon, to me personally known, who, being by me duly sworn, says that he is manager-operations of GE Capital Corp., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret Frail
Notary Public

NY #250037 v2

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