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**General Motors Corporation
Legal Staff**

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June 28, 1990

RECORDATION NO. 15426 FILED 1425 -B

JUN 29 1990 -12 50 PM

INTERSTATE COMMERCE COMMISSION

Noreta R. McGee, Secretary
Interstate Commerce Commission
Washington, DC 20423

MOTOR OPERATING UNIT
JUN 29 12 45 PM '90

**Re: Documents for Recordation for
the Complete Release and Total
Termination of ICC File No. 1-5426
Recorded December 22, 1987**

Dear Ms. McGee:

Enclosed please find an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document is a "Complete Release and Total Termination of Security and Other Interests," a secondary document, dated June 27, 1990.

The primary document to which this is connected is a Conditional Sale Agreement and Agreement and Assignment both dated December 1, 1987, under Recordation Number 1-5426 (filing date December 22, 1987).

The names and addresses of the parties to the enclosed document are as follows:

Secured Party: General Motors Acceptance Corporation
Room 2-101 General Motors Building
3044 West Grand Boulevard
Detroit, Michigan 48202

and

Debtor: National Railroad Passenger Corporation
400 North Capital Street, N.W.
Washington, DC 20001

A description of the equipment covered by the document follows:

Nine (9) F 40 PH General Motors Electro-Motive Division
manufactured Locomotives serial numbers:

Counterparts - GM

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<u>Serial Number</u>	<u>Road Number</u>
877008-1	401
877008-2	402
877008-3	403
877008-4	404
877008-5	405
877008-6	406
877008-7	407
877008-8	408
877008-9	409

A fee of fifteen dollars is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the National Railroad Passenger Corporation.

A short summary of the document to appear in the index follows:

"Complete Release and Total Termination of Security and Other Interests to Conditional Sale Agreement with Recordation No. 1-5426, dated June 27, 1990 and covering Nine (9) Locomotives manufactured by General Motors Corporation, Electro-Motive Division."

Very truly yours,



William B. Solomon, Jr.
Attorney

WBS:sdw

Enclosure

c: D. F. Cash
R. Marotta, Esq.

GMAC Complete Release and Total Termination of Security and Other Interests in Nine Locomotives Pursuant to a Conditional Sale Agreement dated December 1, 1987.

RECORDATION NO. 15426B FILED 1425
JUN 29 1990 -12 50 PM
INTERSTATE COMMERCE COMMISSION

For good and valuable consideration, the sufficiency and receipt whereof is hereby acknowledged, the undersigned, General Motors Acceptance Corporation, a New York corporation, with its principal administrative offices at Room 2-101, General Motors Building, 3044 West Grand Boulevard, Detroit, Michigan 48202 ("GMAC"), hereby completely releases and discharges the National Railroad Passenger Corporation of 400 North Capital Street, N.W., Washington, DC 20001 ("Amtrak"), from any and all obligations arising pursuant to a Conditional Sale Agreement dated December 1, 1987, between General Motors Corporation and Amtrak for the sale and purchase of nine (9) Electro-Motive Division manufactured F 40 PH locomotives which serial numbers are hereinafter set forth together with all parts and accessories thereto and replacement parts installed therein (the "Conditional Sale Agreement"), which obligations were assigned to GMAC by General Motors Corporation pursuant to an Agreement and Assignment, dated December 1, 1987, as consented to and acknowledged by Amtrak (the "Assignment"). GMAC hereby totally terminates, releases, discharges and extinguishes any and all security interest, lien, encumbrance, claim or other interest, in law or equity, which it has arising out of and pursuant to the Conditional Sale Contract and Assignment:

<u>Serial Number</u>	<u>Road Number</u>
877008-1	401
877008-2	402
877008-3	403
877008-4	404
877008-5	405
877008-6	406
877008-7	407
877008-8	408
877008-9	409

GENERAL MOTORS ACCEPTANCE CORPORATION

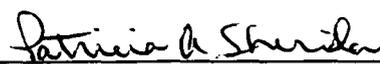
By: 

H. L. Davis
Group Vice President - Marketing

Date: June 27, 1990

(Corporate Seal)

Attest:


Assistant Secretary

State of Michigan)
) ss:
County of Wayne)

On this 27th day of June, 1990, before me personally appeared H. L. Davis, to me personally known, who being by me duly sworn, says that he is the Group Vice President - Marketing of General Motors Acceptance Corporation, that the seal affixed to the foregoing instrument is the Corporation seal of said corporation, that the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Suzanne Irick
Notary Public

(Notarial Seal)

My Commission Expires: Jan. 5, 1993

SUZANNE IRICK
Notary Public, Wayne County, MI
My Commission Expires Jan. 5, 1993

Acknowledgment and Acceptance of Release

The National Railroad Passenger Corporation hereby acknowledges and accepts the foregoing Complete Release and Total Termination of Security and Other Interests of GMAC dated June _____, 1990.

NATIONAL RAILROAD PASSENGER CORPORATION

By _____
Its: Vice President

City of Washington)
) ss:
District of Columbia)

On this ____ day of June, 1990, before me personally appeared _____ to me personally known, who, being by me duly sworn, says that he is a Vice President of NATIONAL RAILROAD PASSENGER CORPORATION, that one of the seals affixed to the foregoing instruments is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free action and deed of said corporation.

Notary Public

(Notarial Seal)

My Commission Expires: _____