



Gary Meringer
Counsel

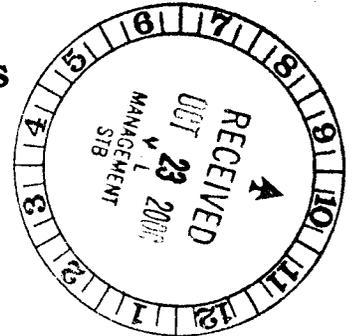
Legal Operation
General Electric Company
2901 East Lake Road, Bldg. 14-500, Erie, PA 16531
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RECORDATION NO. 23118 FILED

OCT 25 '00 11:17 AM
TS
SURFACE TRANSPORTATION BOARD

October 20, 2000

VIA FEDERAL EXPRESS



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Subject: Recordation of Memorandum of Interim Use Agreement

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, are duplicate originals of a Memorandum of Interim Use Agreement (the "Interim Use Agreement"), dated as of September 25, 2000 between General Electric Company ("Lessor") and National Railroad Passenger Corporation ("Lessee"). This is a Primary filing.

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

LESSOR: General Electric Company
2901 East Lake Road
Building 14-500
Erie, Pennsylvania 16531

LESSEE: National Railroad Passenger Corporation
60 Massachusetts Avenue, NE
Washington, DC 20002

A description of the locomotives covered by the enclosed documents is attached to the Memorandum as Schedule I. Also enclosed

is a remittance in the amount of \$26.00 to cover the required recording fee.

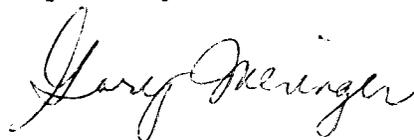
The undersigned is Counsel to General Electric Company. Please return one original of the enclosed document, stamped to evidence filing, to Gary Meringer, General Electric Company, 2901 East Lake Road, Building 14-500, Erie, Pennsylvania 16531. A return Federal Express airbill addressed to the undersigned is enclosed for this purpose.

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

PRIMARY DOCUMENT

Memorandum of Interim Use Agreement dated September 25, 2000 between General Electric Company and National Railroad Passenger Corporation relating to twenty-five (25) General Electric Company Model P42-DC single-mode Diesel Electric Locomotives, bearing road numbers 123-147, inclusive.

Respectfully submitted,



Gary Meringer

Enclosure

MEMORANDUM OF INTERIM USE AGREEMENT

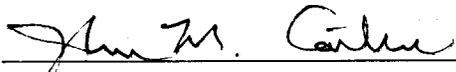
As of the 25th day of September, 2000, General Electric Company, a New York corporation acting through its Transportation Systems Operations ("Lessor"), and National Railroad Passenger Corporation ("Lessee") entered into an Interim Use Agreement by which the twenty-five (25) General Electric Diesel Electric Locomotives described below will be leased from Lessor to Lessee.

<u>Road Numbers</u>	<u>Model</u>
123-147, inclusive	Model P42-DC single-mode Diesel Locomotive

In Witness Whereof, the parties have executed this Memorandum of Interim Use Agreement as of the day and year first above written.

Attest:

NATIONAL RAILROAD PASSENGER CORPORATION



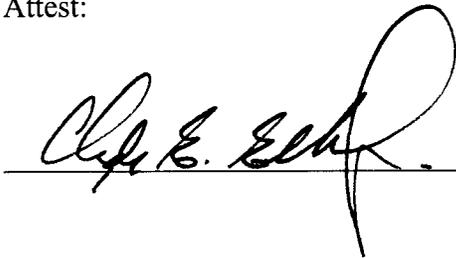
John M. Carten
Assistant Corporate Secretary

By: 

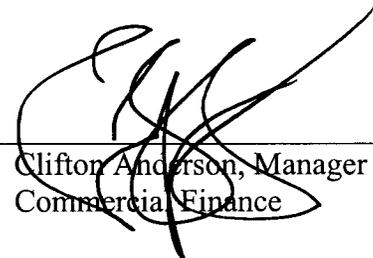
Carol J. Dillon, Treasurer

Attest:

GENERAL ELECTRIC COMPANY



Clifton Anderson, Manager Global Commercial Finance

By: 

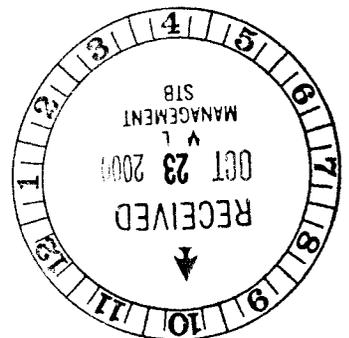
Clifton Anderson, Manager Global Commercial Finance

NatIRRPassCorpIUA101000

RECORDATION NO. 23118 FILED

OCT 25 '00 11-17 AM

SURFACE TRANSPORTATION BOARD



State of DISTRICT }
County of OF COLUMBIA }

On this 16 day of October, 2000, before me personally appeared CAROL J. DILLON, to me personally known, who, being by me duly sworn, says that he/she is TREASURER of National Railroad Passenger Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

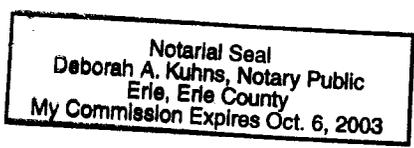
John W. [Signature]
Notary Public

State of Pennsylvania }
County of Erie }

On this 17th day of October, 2000, before me personally appeared Clifton Anderson, to me personally known, who, being by me duly sworn, says that he is Manager, Global Commercial Finance of General Electric Company, that the foregoing instrument was executed 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.

[NOTARIAL SEAL]

Deborah A. Kuhns
Notary Public



SCHEDULE I

Description of Locomotives

<u>Number of Locomotives</u>	<u>Type of Equipment</u>	<u>Road Numbers</u>
25	General Electric Model P42-DC single-mode Diesel Electric Locomotives	123 - 147 (inclusive)