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April 10, 2001

RECORDATION NO. 13353-E FILED

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

APR 10 '01 19-30 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Termination and Release of Lien, dated April 10, 2001, 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 13353-A.

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

Lessor: General Electric Company
125 Avenue of the Americas
New York, NY 10013

[Lessee: National Railroad Passenger Corporation]

A description of the railroad equipment covered by the enclosed document is:

One (1) AEM-7 locomotives, AMTK 935.

Mr. Vernon A. Williams
April 10, 2001
Page Two

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

Termination and Release by General Electric Company .

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures



TERMINATION AND RELEASE

This TERMINATION AND RELEASE dated April 10, 2001 (the "*Termination and Release*") is made by General Electric Company, a New York corporation (the "*Lessor*").

WITNESSETH:

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 February 2, 1982 with the Surface Transportation Board and has been assigned recordation No. 13353-A;

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.

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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 COMPANY

By: _____

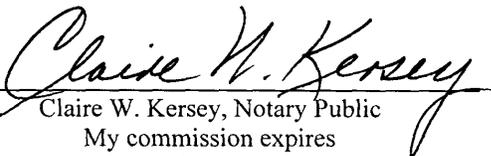


Name: James R. Bunt

Title: Vice President and Treasurer

STATE OF Connecticut)
) ss
COUNTY OF Fairfield)

On this, the 30th day of March, 2001, before me personally appeared James R. Bunt, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of General Electric Company, 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.



Claire W. Kersey, Notary Public
My commission expires
December 31, 2004

ANNEX A
EQUIPMENT

<u>Description</u>	<u>Amtrak Road Numbers</u>
AEM-7- Swedish designed electric locomotive with 4 axles and 7,000 horsepower manufactured by General Motors – Electromotive division bearing the following Amtrak Road Number	935