

RECORDATION NO. 13354-A FILED

OCT 17 '01 2:18 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

October 17, 2001

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 three (3) copies of a Termination and Release, dated as of September 6, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Commission under Recordation Number 13354.

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

Lessor: General Electric Company  
120 Long Ridge Road  
Suite 3D  
Stamford, CT 06927

[Lessee: National Railroad Passenger  
Corporation  
60 Massachusetts Avenue, N.E.  
Washington, D.C. 20002]

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

8 F-40 locomotives, AMTK 362, 367, 372, 374, 378, 384, 385 and 390

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Mr. Vernon A. Williams  
October 17, 2001  
Page Two

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

Termination and Release

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,



Robert W. Alvord

RWA/anm  
Enclosures

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TERMINATION AND RELEASE

OCT 17 '01 2:18 PM

This TERMINATION AND RELEASE dated September 6, 2001 (the "Termination and Release") is made by General Electric Company, a New York corporation (the "Lessor").

SURFACE TRANSPORTATION BOARD

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 November 10, 1981 ("*Agreement*"), which Agreement has been filed and recorded on December 14, 1981 at 2:05 P.M. with the Surface Transportation Board and has been assigned recordation No. 13354;

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 COMPANY

By: 

Name:

**R. T. Sturgeon**

Title:

**Manager-Operations**

STATE OF Connecticut )  
COUNTY OF Fairfield ) SS.:

On this, the 19 day of September, 2001, before me personally appeared Richard T. Sturgeon, to me personally known, who, being by me duly sworn, says that he is Managing Director of Operations, 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.

**GLEND A S. LOOP**  
**NOTARY PUBLIC**  
**MY COMMISSION EXPIRES OCT. 31, 2002**



Notary Public

**ANNEX A**  
**EQUIPMENT**

<b><u>Description</u></b>	<b><u>Amtrak Road Numbers</u></b>
F-40 Locomotive	362
F-40 Locomotive	367
F-40 Locomotive	372
F-40 Locomotive	374
F-40 Locomotive	378
F-40 Locomotive	384
F-40 Locomotive	385
F-40 Locomotive	390