

RECORDATION NO. 23033-C FILED

FEB 05 '09 -2 45 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
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February 5, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Security Agreement, dated as of February 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Loan and Security Agreement (Amtrak 2000-G) previously filed with the Board under Recordation Number 23033-A.

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

Trustee: Wilmington Trust Company, not in its individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Lender: AME Investments, LLC
c/o Ambac Capital Corporation
One State Street Plaza
New York, NY 10004

Anne K. Quinlan, Esq.
February 5, 2009
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A description of the railroad equipment covered by the enclosed document is:

66 railcars within the series AMTK 44826 - AMTK 44957 and AMTK 81000 - AMTK 85003 as more particularly set forth in the attachment to the document.

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

Memorandum of Termination of Security Agreement.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT

1. Pursuant to the Loan and Security Agreement (Amtrak Trust 2000-G), dated as of August 1, 2000 ("Security Agreement"), Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("Trustee") under the Trust Agreement (Amtrak Trust 2000-G) dated as of August 1, 2000, granted to AME Investments, LLC (the "Lender"), as security for certain obligations of Trustee, Equity Investor, Lessee or any other Person under any of the Operative Documents to the Lender, a security interest in all of Trustee's right, title, and interest in and to the Collateral, including, without limitation, the railroad equipment described on Annex A hereto. The parties executed a Memorandum of Loan and Security Agreement (Amtrak Trust 2000-G), reflecting the foregoing, dated as of August 1, 2000, which Memorandum was filed with the Surface Transportation Board on August 1, 2000, at 4:10 PM, with the Recordation No. 23033-A. All terms used and not otherwise defined herein shall have the respective meanings provided in the Security Agreement.

2. Pursuant to a Termination and Purchase Agreement, dated as of February 5, 2009, by and between Trustee, National Railroad Passenger Corporation, a company organized under the Rail Passenger Service Act and the laws of the District of Columbia, Norlease, Inc., a Delaware corporation, the Lender, Ambac Capital Funding, Inc., a Delaware corporation, Ambac Assurance Corporation, a Wisconsin domiciled stock insurance company and AME Asset Funding, LLC, a Delaware limited liability company, the Lender terminated and released the security interest granted by Trustee to the Lender under the Security Agreement in full with respect to the Collateral, including, without limitation, the railroad equipment described on Annex A hereto.

3. The addresses of the parties are as follows:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

AME Investments, LLC
C/o Ambac Capital Corporation
One State Street Plaza
New York, New York 10004
Attention: Loan Operations

4. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

5. This Memorandum of Termination of Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

AME INVESTMENTS, LLC

By: [Signature]
Name: David J. Weissman
Title: Ambac Board Member

STATE OF New York)
) ss:
COUNTY OF New York)

On February 4, 2009, personally appeared before me David J. Weissman, to me personally known, who being by me duly sworn, said that he is a Ambac Board Member of AME Investments, LLC, that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Signature]
Notary Public
My commission expires:

[NOTARIAL SEAL]

ANNE G. KELLY
Notary Public, State of New York
No. 02G15044534
Qualified in New York County
Commission Expires October 12, 20 11

ANNEX A

EQUIPMENT

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
81000	Amfleet I	Business Class
81001	Amfleet I	Business Class
81002	Amfleet I	Business Class
81500	Amfleet I	Business Class
81501	Amfleet I	Business Class
81502	Amfleet I	Business Class
81503	Amfleet I	Business Class
81504	Amfleet I	Business Class
81505	Amfleet I	Business Class
81507	Amfleet I	Business Class
82000	Amfleet I	Coach Class
82001	Amfleet I	Coach Class
82002	Amfleet I	Coach Class
82003	Amfleet I	Coach Class
82004	Amfleet I	Coach Class
82005	Amfleet I	Coach Class
82006	Amfleet I	Coach Class
82007	Amfleet I	Coach Class
82008	Amfleet I	Coach Class
82009	Amfleet I	Coach Class
82010	Amfleet I	Coach Class
82011	Amfleet I	Coach Class
82012	Amfleet I	Coach Class
82013	Amfleet I	Coach Class
82014	Amfleet I	Coach Class
82015	Amfleet I	Coach Class
82016	Amfleet I	Coach Class
82017	Amfleet I	Coach Class
82018	Amfleet I	Coach Class
82019	Amfleet I	Coach Class
82068	Amfleet I	Coach Class
82069	Amfleet I	Coach Class
82070	Amfleet I	Coach Class
82071	Amfleet I	Coach Class
82072	Amfleet I	Coach Class
82073	Amfleet I	Coach Class
82074	Amfleet I	Coach Class

**Amtrak
Equipment
Number**

<u>Number</u>	<u>Equipment Type</u>	
82075	Amfleet I	Coach Class
82500	Amfleet I	Coach Class
82501	Amfleet I	Coach Class
82502	Amfleet I	Coach Class
82503	Amfleet I	Coach Class
82516	Amfleet I	Coach Class
82517	Amfleet I	Coach Class
82518	Amfleet I	Coach Class
85000	Amfleet I	Food Service
85001	Amfleet I	Food Service
85002	Amfleet I	Food Service
85003	Amfleet I	Food Service

Lot 2

**Amtrak
Equipment
Number**

<u>Number</u>	<u>Equipment Type</u>	
44826	Amfleet I	Amfleet I Coach
44834	Amfleet I	Amfleet I Coach
44837	Amfleet I	Amfleet I Coach
44839	Amfleet I	Amfleet I Coach
44846	Amfleet I	Amfleet I Coach
44847	Amfleet I	Amfleet I Coach
44902	Amfleet I	Amfleet I Coach
44906	Amfleet I	Amfleet I Coach
44912	Amfleet I	Amfleet I Coach
44914	Amfleet I	Amfleet I Coach
44915	Amfleet I	Amfleet I Coach
44916	Amfleet I	Amfleet I Coach
44917	Amfleet I	Amfleet I Coach
44921	Amfleet I	Amfleet I Coach
44923	Amfleet I	Amfleet I Coach
44953	Amfleet I	Amfleet I Coach
44957	Amfleet I	Amfleet I Coach

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

2/5/09



Robert W. Alvord