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URBAN A. LESTER

February 13, 2009

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

RECORDATION NO.

23032-E  
FILED

FEB 13 '09

-10 15 AM

SURFACE TRANSPORTATION BOARD

Re: Amtrak Trust 2000-F

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 13, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan and Security Agreement and Loan Supplement No. 1 previously filed with the Board under Recordation Numbers 23032-A and 23032-C.

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  
Wilmington, DE 19891

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

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

6 food service cars and coaches within the series AMTK 20988 - AMTK 28354, 23 food service cars and coaches within the series AMTK 43040 - AMTK 48992 and 29 baggage cars, sleepers and diners within the series AMTK 31046 - AMTK 38026.

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

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

FEB 13 '09 -10 15 AM

## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT**

1. Pursuant to the Loan and Security Agreement (Amtrak Trust 2000-F), dated as of August 1, 2000 (the "Agreement") as supplemented by Supplement No. 1 to Loan and Security Agreement dated as of November 13, 2002 ("Supplement No. 1" and together with the Agreement, the "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-F) 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-F), reflecting the foregoing, dated as of August 1, 2000, which Memorandum was filed with the Surface Transportation Board ("STB") on August 1, 2000, at 4:06 PM, with the Recordation No. 23032-A and supplemented by Supplement No. 1 which was filed with the STB on November 13, 2002 at 2:37 p.m. with recordation No. 23032-C. 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 (Amtrak Trust 2000-F), dated as of February 13, 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, The Fifth Third Leasing Company, an Ohio 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]





ANNEX A

EQUIPMENT

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
20988	Amfleet I	Amfleet I Food Service
21215	Amfleet I	Amfleet I Coach
28305	Amfleet I	Amfleet I Food Service
28350	Amfleet I	Amfleet I Food Service
28353	Amfleet I	Amfleet I Food Service
28354	Amfleet I	Amfleet I Food Service
43040	Amfleet I	Amfleet I Food Service
43351	Amfleet I	Amfleet I Food Service
43352	Amfleet I	Amfleet I Food Service
43356	Amfleet I	Amfleet I Food Service
43357*	Amfleet I	Amfleet I Food Service
43358	Amfleet I	Amfleet I Food Service
43359	Amfleet I	Amfleet I Food Service
44958	Amfleet I	Amfleet I Coach
44966	Amfleet I	Amfleet I Coach
44967	Amfleet I	Amfleet I Coach
44968	Amfleet I	Amfleet I Coach
44969	Amfleet I	Amfleet I Coach
44970	Amfleet I	Amfleet I Coach
44978	Amfleet I	Amfleet I Coach
44980	Amfleet I	Amfleet I Coach
44983	Amfleet I	Amfleet I Coach
44985	Amfleet I	Amfleet I Coach
48980	Amfleet I	Amfleet I Food Service
48981	Amfleet I	Amfleet I Food Service
48985	Amfleet I	Amfleet I Food Service
48986	Amfleet I	Amfleet I Food Service
48987	Amfleet I	Amfleet I Food Service
48989	Amfleet I	Amfleet I Food Service
48992	Amfleet I	Amfleet I Food Service

\* - Casualty Car

Lot 2

<b>Amtrak Equipment Number</b>	<b>Equipment Type</b>	
31046	Superliner I	Superliner Baggage Coach
31047	Superliner I	Superliner Baggage Coach
31357	Superliner I	Superliner Baggage Coach
31500	Superliner I	Superliner Baggage Coach
31501	Superliner I	Superliner Baggage Coach
31502	Superliner I	Superliner Baggage Coach
31503	Superliner I	Superliner Baggage Coach
31504	Superliner I	Superliner Baggage Coach
31508	Superliner I	Superliner Baggage Coach
31509	Superliner I	Superliner Baggage Coach
31510	Superliner I	Superliner Baggage Coach
31511	Superliner I	Superliner Baggage Coach
31513	Superliner I	Superliner Baggage Coach
31514	Superliner I	Superliner Baggage Coach
31515	Superliner I	Superliner Baggage Coach
31517	Superliner I	Superliner Baggage Coach
31519	Superliner I	Superliner Baggage Coach
31520	Superliner I	Superliner Baggage Coach
31522	Superliner I	Superliner Baggage Coach
32002	Superliner I	Superliner Sleeper
38008	Superliner I	Superliner Diner
38009	Superliner I	Superliner Diner
38010	Superliner I	Superliner Diner
38011	Superliner I	Superliner Diner
38016	Superliner I	Superliner Diner
38021	Superliner I	Superliner Diner
38022	Superliner I	Superliner Diner
38025	Superliner I	Superliner Diner
38026	Superliner I	Superliner Diner

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:

2/13/09



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Robert W. Alvord