

RECORDATION NO. 22589 -C
FILED

MAY 06 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

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

May 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

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 May 6, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Loan and Security Agreement (Amtrak Trust 99-D) previously filed with the Board under Recordation Number 22589-A.

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

Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

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

Section Chief
May 6, 2010
Page two

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

37 railcars TERMINATED within the series AMTK 32000 - AMTK 33024 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,

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

Robert W. Alvord

RWA/sem
Enclosures

MAY 06 '10 -3 00 PM

MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Loan and Security Agreement (Amtrak Trust 99-D), dated as of December 9, 1999 (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 99-D) dated as of December 9, 1999, 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 99-D), reflecting the foregoing, dated as of December 9, 1999, which Memorandum was filed with the Surface Transportation Board ("STB") on December 9, 1999, at 11:43 AM, with the Recordation No. 22589-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 (Amtrak Trust 99-D), dated as of May 6, 2010, 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, Wachovia Financial Services, Inc., a North Carolina corporation, the Lender 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]

[Memorandum of Termination of Security Agreement – STB (Amtrak Trust 99-D)]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination of Security Agreement to be executed as of May 6, 2010.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee, as aforesaid

By: RP
Name: Robert J. Perkins
Title: Vice President

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On May 3, 2010, before me personally appeared Robert J. Perkins to me personally known, who being by me duly sworn says that he is Vice President of Wilmington Trust Company, and that he executed the foregoing instrument 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.



Lisa Pittaccio
Notary Public
My commission expires:

LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires May 10, 2011

[NOTARIAL SEAL]

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

ANNEX A

EQUIPMENT

**Amtrak
Equipment
Number**

Equipment Type

33018	Superliner I	Superliner Lounge/Café
33020	Superliner I	Superliner Lounge/Café
33021	Superliner I	Superliner Lounge/Café
33022	Superliner I	Superliner Lounge/Café
33023	Superliner I	Superliner Lounge/Café
33024	Superliner I	Superliner Lounge/Café
32000	Superliner I	Superliner Sleeper
32009	Superliner I	Superliner Sleeper
32016	Superliner I	Superliner Sleeper
32017	Superliner I	Superliner Sleeper
32018	Superliner I	Superliner Sleeper
32019	Superliner I	Superliner Sleeper
32020	Superliner I	Superliner Sleeper
32021	Superliner I	Superliner Sleeper
32022	Superliner I	Superliner Sleeper
32026	Superliner I	Superliner Sleeper
32027	Superliner I	Superliner Sleeper
32028	Superliner I	Superliner Sleeper
32029	Superliner I	Superliner Sleeper
32030	Superliner I	Superliner Sleeper
32034	Superliner I	Superliner Sleeper
32037	Superliner I	Superliner Sleeper
32038	Superliner I	Superliner Sleeper
32039	Superliner I	Superliner Sleeper
32040	Superliner I	Superliner Sleeper
32041	Superliner I	Superliner Sleeper
32043	Superliner I	Superliner Sleeper
32044	Superliner I	Superliner Sleeper
32045	Superliner I	Superliner Sleeper
32046	Superliner I	Superliner Sleeper
32047	Superliner I	Superliner Sleeper
32048	Superliner I	Superliner Sleeper
32049	Superliner I	Superliner Sleeper
32050	Superliner I	Superliner Sleeper
32052	Superliner I	Superliner Sleeper
32053	Superliner I	Superliner Sleeper
32054	Superliner I	Superliner Sleeper

* - Units, if any, which have been removed due to a casualty are marked with an “*”.

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: 5/6/10



Robert W. Alvord