RECORDATION NO. 21091 FILED

DEC 19 '97 1-35PM

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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RECORDATION NO. 20999-A FILED

DEC 19 '97 1:35 PM

SURFACE TRANSPORTATION BOARD

Counterparts - Williams

December 12, 1997

New Recordation No.

RECEIVED SURFACE TRANSPORTATION BOARD DEC 19 1 30 PM '97

Dear Mr. Williams:

On behalf of Bombardier Finance Inc., I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Summary of Lease Assignment ("Assignment") dated as of December 11, 1997.

The parties to the enclosed Assignment are:

Bombardier Finance Inc. - ASSIGNOR
6815A 40th Street, SE
Calgary, Alberta T2C 2W7
Canada

Summer Street Capital Trust, a trust - ASSIGNEE
c/o TD Trust Company
4th Floor
Commercial Union Tower
100 Wellington Street West
Toronto, Ontario M5K 1A2
Canada

The said Assignment, among other things, is an assignment of a security interest by the Assignor to the Assignee in three (3) existing subleases (Recordation Nos. 20762, 20999 and 21000) AND IN ALL FUTURE SUBLEASES BY BOMBARDIER FINANCE INC. OF THE UNITS UNDER THE SAID THREE SUBLEASES including all additions, alterations and replacements thereof.

The equipment covered by the instant Assignment is currently identified in Schedule A thereto, namely 300 hoppers and 300 flat cars with Canadian National Railway numbers.

A short summary of the Assignment to appear in the Surface Transportation Board Index is as follows:

"Covers the units of equipment as listed in Schedule A of the Summary of Lease Assignment and the leases thereof under Recordation Nos. 20762, 20999 and 21000, namely 300 hoppers, CN389000-389299 and 300 flat cars CN623800-624099, and all future subleases of the equipment."

Please Enter under this Recordation No. the following cross index references:

"See Recordation Nos. 20762, 20999 and 21000."

Also please enter on both the white and the yellow page for Recordation Nos. 20762, 20999 and 21000 "See Recordation No. 21091 ," (found indexed under Bombardier Finance Inc., as lessor and under Canadian National Railway Company, as lessee as to Recordation nos. 20999 and 21000 and as to Recordation No. 20762 indexed under Greenbrier Leasing Corporation, original lessor and Bombardier Finance Inc. as current lessor by assignment and Canadian National Railway Company as lessee.)

Enclosed is a check in the amount of one hundred and sixty eight dollars. Twenty-four dollars of which is in payment of the filing fee, and one hundred forty four dollars of which is for the six requested extra indexing.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for Bombardier Finance Inc., for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 204423

Enclosures
BY HAND
2970-002

SCHEDULE "A"

DESCRIPTION OF RAILROAD EQUIPMENT

GROUP I

300 Steelcar Hoppers with 100-ton trucks and 5,250 cu.ft. capacity and with an A.A.R. Mechanical Designation "LO" and an A.A.R. Equipment Diagram Plate "C" constructed by Trenton Works Limited bearing the road numbers of Canadian National Railway Company 389000 through 389299.

GROUP II

150 73-foot centre beam flat cars with 100-ton trucks constructed by National Steel Car Limited marked bearing the road numbers of Canadian National Railway Company 623800 through 623949.

GROUP III

150 73-foot centre beam flat cars with 100-ton trucks constructed by National Steel Works Limited marked bearing the road numbers of Canadian National Railway Company 623950 through 624099.

RECORDATION NO. 21076 FILED

DEC 19 '97 1-35PM

SUMMARY OF LEASE ASSIGNMENT

Re: Assignment of Leases dated as of December 11, 1997 between BOMBARDIER FINANCE INC. (the "**Assignor**") and SUMMER STREET CAPITAL TRUST (the "**Assignee**"), a trust established under the laws of Ontario pursuant to a declaration of trust made by TD TRUST COMPANY, a trust company established under the laws of Canada.

WHEREAS the Assignor and Canadian National Railway have entered into certain leases of railroad equipment (registered under the *Canada Transportation Act* as document numbers 10589 and 10590 and under the provisions of 49 U.S.C. Section 11301(a) as Recordation Nos. 20762, 20999 and 21000), covering the railroad equipment listed in Schedule "A" hereto bearing the road numbers of Canadian National Railway Company shown in said Schedule "A", and all additions and alterations thereof, replacements thereof, and substitutions therefore (the "**CN Leases**"); and

WHEREAS the Assignor has assigned to the Assignee a security interest in all of the Assignor's right, title and interest in and to the CN Leases and any subsequent leases of same.

This Agreement may be executed in any number of counter parts and by the different parties hereto on separate counter parts, all of which together shall constitute a single agreement.

IN WITNESS whereof, the parties wish to show for the public record the assignment of the aforesaid leases of railroad equipment to the Assignee, and accordingly have caused this summary to be executed by their respect officers there unto duly authorised, as of the date first above written.

BOMBARDIER FINANCE INC.

By: _____
Name: George W. Calver
Title: Vice President

By: _____
Name: Andrew Baranowsky
Title: Assistant Treasurer

SUMMER STREET CAPITAL TRUST, by its administrative agent, BANK OF TOKYO-MITSUBISHI (CANADA)

By: _____
Name:
Title:

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SCHEDULE "A"

DESCRIPTION OF RAILROAD EQUIPMENT

GROUP I

300 Steelcar Hoppers with 100-ton trucks and 5,250 cu.ft. capacity and with an A.A.R. Mechanical Designation "LO" and an A.A.R. Equipment Diagram Plate "C" constructed by Trenton Works Limited bearing the road numbers of Canadian National Railway Company 389000 through 389299.

GROUP II

150 73-foot centre beam flat cars with 100-ton trucks constructed by National Steel Car Limited marked bearing the road numbers of Canadian National Railway Company 623800 through 623949.

GROUP III

150 73-foot centre beam flat cars with 100-ton trucks constructed by National Steel Works Limited marked bearing the road numbers of Canadian National Railway Company 623950 through 624099.

AFFIDAVIT

STATE OF Vermont, COUNTY OF Chittenden TO WIT:

On this 11th day of December, 1997, before me personally appeared George W. Calver & Andrew Baranowski me personally known, who being me duly sworn says that George W. Calver & Andrew Baranowski of **BOMBARDIER FINANCE INC.**, that said instrument was signed and sealed on December 11, 1997, on behalf of said corporation by authority of its Board of Directors; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marsha Smalley Kuhn

Notary Public

(Notarial Seal)

PROVINCE OF _____, CITY OF _____ TO WIT:

On this ____ day of _____, 1997, before me personally appeared _____ _____ to me personally known, who being me duly sworn says that _____ of **BANK OF TOKYO-MITSUBISHI (CANADA), as administrative agent for SUMMER STREET CAPITAL TRUST**, that said instrument was signed and sealed on _____, 1997, on behalf of said corporation by authority of its Board of Directors; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____

Notary Public

(Notarial Seal)

SUMMARY OF LEASE ASSIGNMENT

Re: Assignment of Leases dated as of December 11, 1997 between BOMBARDIER FINANCE INC. (the "**Assignor**") and SUMMER STREET CAPITAL TRUST (the "**Assignee**"), a trust established under the laws of Ontario pursuant to a declaration of trust made by TD TRUST COMPANY, a trust company established under the laws of Canada.

WHEREAS the Assignor and Canadian National Railway have entered into certain leases of railroad equipment (registered under the *Canada Transportation Act* as document numbers 10589 and 10590 and under the provisions of 49 U.S.C. Section 11301(a) as Recordation Nos. 20762, 20999 and 21000), covering the railroad equipment listed in Schedule "A" hereto bearing the road numbers of Canadian National Railway Company shown in said Schedule "A", and all additions and alterations thereof, replacements thereof, and substitutions therefore (the "**CN Leases**"); and

WHEREAS the Assignor has assigned to the Assignee a security interest in all of the Assignor's right, title and interest in and to the CN Leases and any subsequent leases of same.

This Agreement may be executed in any number of counter parts and by the different parties hereto on separate counter parts, all of which together shall constitute a single agreement.

IN WITNESS whereof, the parties wish to show for the public record the assignment of the aforesaid leases of railroad equipment to the Assignee, and accordingly have caused this summary to be executed by their respect officers there unto duly authorised, as of the date first above written.

BOMBARDIER FINANCE INC.

By: _____
Name:
Title:

SUMMER STREET CAPITAL TRUST, by its administrative agent, BANK OF TOKYO-MITSUBISHI (CANADA)

By: _____
Name: Amos Simpson
Title: Vice-President and General Manager

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SCHEDULE "A"

DESCRIPTION OF RAILROAD EQUIPMENT

GROUP I

300 Steelcar Hoppers with 100-ton trucks and 5,250 cu.ft. capacity and with an A.A.R. Mechanical Designation "LO" and an A.A.R. Equipment Diagram Plate "C" constructed by Trenton Works Limited bearing the road numbers of Canadian National Railway Company 389000 through 389299.

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GROUP III

150 73-foot centre beam flat cars with 100-ton trucks constructed by National Steel Works Limited marked bearing the road numbers of Canadian National Railway Company 623950 through 624099.

AFFIDAVIT

STATE OF _____, COUNTY OF _____ TO WIT:

On this ____ day of _____, 1997, before me personally appeared _____ _____ to me personally known, who being me duly sworn says that _____ of **BOMBARDIER FINANCE INC.**, that said instrument was signed and sealed on _____ _____, 1997, on behalf of said corporation by authority of its Board of Directors; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____

Notary Public

(Notarial Seal)

PROVINCE OF Quebec, CITY OF Montreal TO WIT:

On this 18 day of December, 1997, before me personally appeared Amos Simpson _____ to me personally known, who being me duly sworn says that Amos Simpson of **BANK OF TOKYO-MITSUBISHI (CANADA), as administrative agent for SUMMER STREET CAPITAL TRUST**, that said instrument was signed and sealed on December 18, _____, 1997, on behalf of said corporation by authority of its Board of Directors; and have acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth Frost

~~Notary Public~~

(Notarial Seal)

Commissaire à l'Assermentation
ÉLIZABETH FROST
95,110
District Judiciaire de Montréal

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