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OF COUNSEL
URBAN A. LESTER

Betty Brown

September 30, 1999

RECORDATION NO. 22445, A, B, C, D, FILED

SEP 30 '99 10-00AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Bombardier Capital Rail Inc. (1999C-1)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (2) copies of a Memorandum of Lease (1999C-1), dated as of September 29, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents; and three (2) copies of each of the following secondary documents related thereto: Memoranda of Lease Supplement (1999C-1) No. 1, dated September 29, 1999, Indenture and Security Agreement (1999C-1), dated as of September 29, 1999, Indenture Supplement (1999C-1) No. 1, dated September 30, 1999 and Lease Assignment (1999C-1), dated as of September 29, 1999.

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

<u>Lease Agreement</u>
<u>Lease Supplement No. 1</u>

Owner Trustee/Lessor: Allfirst Financial Center, National Association
25 South Charles Street
Baltimore, Maryland 21202

Lessee: Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, Minnesota 55311

#3640

Indenture and Security Agreement
Indenture Supplement No. 1
and Lease Assignment

Owner Trustee/ Assignor:	Allfirst Financial Center, National Association 25 South Charles Street Baltimore, Maryland 21202
Indenture Trustee/ Assignee	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached thereto.

Also enclosed is a check in the amount of $130.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 22445-A FILED

SEP 30 '99 10-00AM

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT (1999C-1)

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT (1999C-1), made and entered into as of September 30, 1999 by and between ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999C-1) dated as of September 29, 1999, as Owner Trustee (the "Owner Trustee"), and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

The undersigned have entered into that certain Indenture and Security Agreement (1999C-1) (the "Indenture"), dated as of September 29, 1999 by which the Owner Trustee has granted a security interest in certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ALLFIRST FINANCIAL CENTER
NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee under the Trust Agreement
(1999C-1) dated as of September 29, 1999.

By: Robert D. Brown
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

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

By: _____
Name:
Title:

1-NY/1030944.1

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT (1999C-1)

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT (1999C-1), made and entered into as of September 30, 1999 by and between ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999C-1) dated as of September 29, 1999, as Owner Trustee (the "Owner Trustee"), and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

W I T N E S S E T H :

The undersigned have entered into that certain Indenture and Security Agreement (1999C-1) (the "Indenture"), dated as of September 29, 1999 by which the Owner Trustee has granted a security interest in certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ALLFIRST FINANCIAL CENTER
NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee under the Trust Agreement
(1999C-1) dated as of September 29, 1999.

By: _____
Name:
Title:

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

By: _____
Name:
Title: W. CHRIS SPONENBERG
ASSISTANT VICE PRESIDENT

STATE OF Maryland)
) SS.:
COUNTY OF Baltimore)

On this, the 24 day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared Robert D. Brown, who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999C-1) dated as of September 29, 1999, that said instrument was signed on September 24, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation, as Owner Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Sandra T. Cucchiella

Name: Sandra T. Cucchiella
Notary Public
My Commission Expires: 5|1|2002
Residing in Baltimore County

STATE OF)
) SS.:
COUNTY OF)

On this, the 24th day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared W. CHRIS SPONENBERG who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Indenture Trustee, that said instrument was signed on September 24th, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla
Name:
Notary Public JANEL R. HAVRILLA
NOTARY PUBLIC-DELAWARE
My Commission Expires:
Residing in My Commission Expires February 2, 2001

1-NY/1030944.1

SCHEDULE OF UNITS DELIVERED

Quantity of Units	Type of Unit	Car Number	Manufacturer
250	Boxcars	IBT 019600 thru IBT 019849	Trenton
100	Boxcars	NS 470785 thru NS 470884	Trinity
14	Covered Hoppers	TR 032176 TR 032179 , TR 032180 TR 032209 TR 032227 thru TR 032233 TR 032235 thru TR 032237	Trinity
38	Covered Hoppers	TR 032201 thru TR 032208 TR 032210 thru TR 032226 TR 032234 TR 032238 thru TR 032249	Trinity
26	Covered Hoppers	TR 032172 thru TR 032175 TR 032177 , TR 032178 TR 032181 thru TR 032200	Trinity
73	Covered Hoppers	NRLX058006 NRLX058019 NRLX058022 thru NRLX058025 NRLX058027 thru NRLX058043 NRLX058045 thru NRLX058048 NRLX058050 thru NRLX058054 NRLX058056 thru NRLX058059 NRLX058061 , NRLX058062 NRLX058066 NRLX058085 NRLX058091 thru NRLX058093 NRLX058096 NRLX058098 NRLX058100 NRLX058109 NRLX058111 , NRLX058112 NRLX058115 NRLX058118 , NRLX058119 NRLX058121 , NRLX058122 NRLX058124 NRLX058128 NRLX058130 , NRLX058131 NRLX058133 NRLX058135 NRLX058137 thru NRLX058149	Trinity
2	Covered Hoppers	NRLX058087 NRLX058094	Trinity
3	Covered Hoppers	NRLX058065 NRLX058067 NRLX058095	Trinity
39	Covered Hoppers	NRLX062150 thru NRLX062188	Trinity

SCHEDULE OF UNITS DELIVERED

Quantity of Units	Type of Unit	Car Number	Manufacturer
61	Covered Hoppers	NRLX062189 thru NRLX062249	Trinity
4	PD Hoppers	NRLX056267 , NRLX056268 NRLX056272 , NRLX056273	Trinity
62	PD Hoppers	NRLX056275 NRLX056279 , NRLX056280 NRLX056282 thru NRLX056287 NRLX056289 NRLX056291 thru NRLX056294 NRLX056299 thru NRLX056301 NRLX056303 thru NRLX056306 NRLX056309 thru NRLX056311 NRLX056318 NRLX056321 NRLX056323 NRLX056325 , NRLX056326 NRLX056332 thru NRLX056334 NRLX056336 thru NRLX056340 NRLX056343 thru NRLX056345 NRLX056350 thru NRLX056352 NRLX056367 NRLX056369 , NRLX056370 NRLX056372 NRLX056394 thru NRLX056396 NRLX056399 NRLX056401 NRLX056403 NRLX056408 NRLX056410 NRLX056416 NRLX056418 thru NRLX056422 NRLX056424	Trinity
100	Covered Hoppers	TR 032726 thru TR 032825	Thrall
772			