

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

September 15, 1999

RECORDATION NO. 22406 FILED

SEP 15 '99 12-45 PM

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

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Lease (1999B-1), dated as of September 16, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents; and three (3) copies of each of the following secondary documents related thereto: a Memorandum Lease Supplement (1999B-1) No. 1, dated September 16, 1999, Trust Indenture and Security Agreement (1999B-1), dated as of September 16, 1999, Indenture Supplement (1999B-1) No. 1, dated September 16, 1999 and Lease Assignment (1999B-1), dated as of September 16, 1999.

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

Lease Agreement
Lease Supplement No. 1

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

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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 hereto.

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

SCHEDULE OF UNITS DELIVERED

Quantity of Units	Type of Unit	Car Number	Builder
2	PD Hoppers	NRLX056261, NRLX056269	Trinity
10	PD Hoppers	NRLX056295, NRLX056296 NRLX056298, NRLX056302 NRLX056312 thru NRLX056314 NRLX056320 NRLX056328, NRLX056329	Trinity
32	PD Hoppers	NRLX056276 NRLX056290 NRLX056297 NRLX056315, NRLX056316 NRLX056319 NRLX056324 NRLX056330 NRLX056335 NRLX056342 NRLX056347, NRLX056348 NRLX056356 NRLX056380 NRLX056384 NRLX056386, NRLX056387 NRLX056390 NRLX056392 NRLX056397, NRLX056398 NRLX056402 NRLX056404 thru NRLX056407 NRLX056409 NRLX056411 thru NRLX056414 NRLX056423	Trinity
13	PD Hoppers	NRLX056357 thru NRLX056359 NRLX056360 thru NRLX056366 NRLX056400 NRLX056415 NRLX056417	Trinity
2	PD Hoppers	NRLX056259, NRLX056260	Trinity
30	Covered Hoppers (3200 Cu. Cap.)	NRLX032000 thru NRLX032029	Trinity
250	Boxcars	KCS 759000 thru KCS 759249	Trenton
5	PD Hoppers	NRLX056204 thru NRLX056208	Trinity
50	Centerbeams	IBT 022000 thru IBT 022049	Trenton
18	Gondolas	NS 195425, NS 195438 NS 195443, NS 195445 NS 195447, NS 195461 NS 195466, NS 195469 NS 195475, NS 195476 NS 195479, NS 195519 NS 195554, NS 195558 NS 195560 NS 195568, NS 195569 NS 195575	Trinity

SCHEDULE OF UNITS DELIVERED

Quantity of Units	Type of Unit	Car Number	Builder
300	Gondolas	NS 195685 thru NS 195984	Trinity
64	Gondolas	NS 195449, NS 195451 NS 195497, NS 195533 NS 195572 NS 195583 thru NS 195587 NS 195594, NS 195597 NS 195600, NS 195603 NS 195609 thru NS 195612 NS 195619, NS 195624 NS 195627, NS 195629 NS 195632, NS 195634 NS 195639, NS 195640 NS 195643 NS 195645 thru NS 195649 NS 195652 thru NS 195668 NS 195670 thru NS 195684	Trinity
18	Gondolas	NS 195596 NS 195598, NS 195599 NS 195601, NS 195602 NS 195606, NS 195613 NS 195623 NS 195630, NS 195631 NS 195633, NS 195635 NS 195641, NS 195642 NS 195644 NS 195650, NS 195651 NS 195669	Trinity
200	Gondolas	CSXT496300 thru CSXT496499	Thrall
<u>994</u>			

SEP 15 '99

12-45 PM

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

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT (1999B-1), made and entered into as of September 16, 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 (1999B-1) dated as of September 1, 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 (1999B-1) (the "Indenture"), dated as of September 1, 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
(1999B-1) dated as of September 1, 1999.

By: 
Name: **Robert D. Brown**
Title: **Assistant Vice President**

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

By: _____
Name:
Title:

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

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT (1999B-1), made and entered into as of September 16, 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 (1999B-1) dated as of September 1, 1999, as Owner Trustee (the "Owner Trustee"), and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

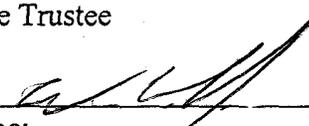
The undersigned have entered into that certain Indenture and Security Agreement (1999B-1) (the "Indenture"), dated as of September 1, 1999 by which the Owner Trustee has granted a security interest in certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto to the Indenture 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
(1999B-1) dated as of September 1, 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)
City Baltimore) SS.:
COUNTY OF)

On this, the 10th 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 Asst. Vice Pres of ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999B-1) dated as of September 1, 1999, that said instrument was signed on September 10, 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.

Deborah K. Bailey

Name:

Notary Public

My Commission Expires: 4/13/02

Residing in Baltimore, Maryland

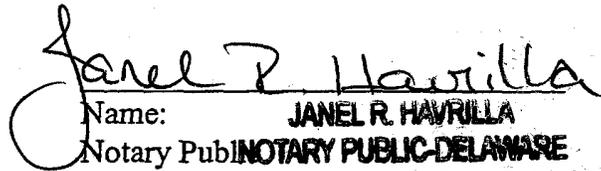
STATE OF ~~Delaware~~

) SS.:

COUNTY OF ~~New Castle~~

On this, the 14th 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 14th, 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.


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

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Quantity of Units	Type of Unit	Car Number	Builder
2	PD Hoppers	NRLX056261, NRLX056269	Trinity
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200	Gondolas	CSXT496300 thru CSXT496499	Thrall
<u>994</u>			