

RECORDATION NO. 26593 FILED

OCT 02 '06 9-30AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 2, 2006

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an STB Memorandum of Assignment and Assumption Agreement (BFI Owned Railcars), dated as of October 2, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Assignor:                   Bombardier Capital Rail Inc.  
12735 Gran Bay Parkway West  
Suite 1000  
Jacksonville Florida 32258

Assignee:                   CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, New York 10036

Mr. Vernon A. Williams  
October 2, 2006  
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A description of the railroad equipment covered by the enclosed document is:

49 cars within the following as more particularly set forth in the equipment schedule attached to the document:

NRLX 047148 – NRLX 047358  
PMLX 001000 - PMLX 001024

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

STB Memorandum of Assignment and Assumption Agreement (BFI Owned Railcars)

Also enclosed is a check in the amount of \$34.00 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

**STB MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT  
(BFI OWNED RAILCARS)**

Memorandum of Assignment and Assumption Agreement, dated as of October 2, 2006 (this "Memorandum"), by and between Bombardier Finance Inc., an Alberta corporation ("Assignor"), and CIT Financial (Alberta) ULC, an unlimited liability company ("Assignee").

1. The filings described in Annex A attached hereto (the "Filed Documents") have been made with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. § 11301(a) in respect of the railcars described in Annex B attached hereto (the "Railcars").

2. Pursuant to one or more Assignment and Assumption Agreements, each dated as of October 2, 2006 (collectively, the "Assignment and Assumption Agreement"), by and between Assignor and Assignee:

(a) Assignor sold, conveyed, assigned, transferred and delivered to Assignee, and Assignee purchased from Assignor and accepted assignment from Assignor of, all of Assignor's right, title and interest in, to and under, among other things, (i) the Railcars and (ii) to the extent of any such right, title or interest, the Filed Documents and any document of which such a Filed Document is a summary (each such summarized document, an "Underlying Document"); and

(b) Assignee assumed from Assignor and agreed to thereafter pay, perform, fulfill, discharge and otherwise satisfy in accordance with their respective terms, and Assignor sold, conveyed assigned, transferred and delivered to Assignee, among other things, certain obligations and other liabilities of Assignor under the Underlying Documents and otherwise with respect to the Railcars.

3. By recording this Memorandum with the STB, Assignor and Assignee desire to evidence for the public record the existence of the Assignment and Assumption Agreement and the respective interests of Assignor and Assignee in the Railcars, Filed Documents and Underlying Documents.

[signature pages follow]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Memorandum of Assignment and Assumption Agreement as of the date first above written.

BOMBARDIER FINANCE INC.

By:   
Name: Daniel Desjardins  
Title: Vice President

By:   
Name: George N. Demas  
Title: Secretary

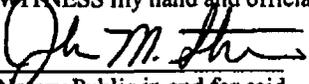
State of New York )  
County of New York )

SS.

**JOHN M. STEVENS**  
Notary Public, State of New York  
No. 01ST6133108  
Qualified in New York County  
Commission Expires Sept. 12, 2004

On this 13<sup>th</sup> day of September, 2006 before me personally appeared Daniel Desjardins, to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that he is the Vice President of Bombardier Finance Inc. and that the foregoing instrument was signed 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.

WITNESS my hand and official seal.

  
Notary Public in and for said  
County and State

[SEAL]

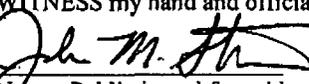
State of New York )  
County of New York )

SS.

**JOHN M. STEVENS**  
Notary Public, State of New York  
No. 01ST6133108  
Qualified in New York County  
Commission Expires Sept. 12, 2005

On this 27<sup>th</sup> day of September, 2006 before me personally appeared George N. Demas, to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that he is the Secretary of Bombardier Finance Inc. and that the foregoing instrument was signed 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.

WITNESS my hand and official seal.

  
Notary Public in and for said  
County and State

[SEAL]

CIT FINANCIAL (ALBERTA) ULC

By: \_\_\_\_\_

Name: Glenn A. Votek

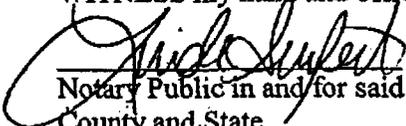
Title: Executive Vice President-  
Corporate Treasury and Treasurer

State of New Jersey )  
County of Essex )

SS.

On this 29 day of Sept., 2006 before me personally appeared Glenn A. Votek, to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that he is the Executive Vice President – Corporate Treasury and Treasurer of CIT Financial (Alberta) ULC and that the foregoing instrument was signed 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.

WITNESS my hand and official seal.

  
Notary Public in and for said  
County and State

[SEAL]

LINDA SEUFERT  
Notary Public, State of New Jersey  
My Commission Expires May 1, 2011

Annex A

1. First Memorandum of Railcar Lease Agreement, dated as of September 17, 1997, between Bombardier Finance Inc., Lessor, and Canada Malting Co., Ltd., Lessee, filed with the Board on July 20, 1998 at 11:09 a.m. under Recordation Number 21516 (covering the Group 1 Equipment).
2. Memorandum of Railcar Lease Agreement, dated as of October 31, 1996, between Greenbrier Leasing Limited, Lessor, and Prairie Malt Limited, Lessee, filed with the Board on December 24, 1996 at 11:15 a.m. under Recordation Number 20420 (covering the Group 2 Equipment).
3. Memorandum of Assignment and Assumption Agreement, dated August 31, 1999, between Greenbrier Leasing Limited, Assignor, and Bombardier Finance Inc., Assignee, filed with the Board on September 2, 1999 at 11:30 a.m. under Recordation Number 20420-A (covering the Group 2 Equipment).

Annex A

Annex B

Schedule #	Original Car	Current Car	AAR Code	Car Type	Total	Leases
600/10010/180006	CR 891275	NRLX047290	C113	Grain	1	21516
	CR 891276	NRLX047176	C113	Grain	1	21516
	CR 891277	NRLX047177	C113	Grain	1	21516
	CR 891278	NRLX047178	C113	Grain	1	21516
	CR 891279	NRLX047291	C113	Grain	1	21516
	CR 891280	NRLX047179	C113	Grain	1	21516
	CR 891281	NRLX047148	C113	Grain	1	21516
	CR 891282	NRLX047292	C113	Grain	1	21516
	CR 891283	NRLX047180	C113	Grain	1	21516
	CR 891284	NRLX047149	C113	Grain	1	21516
	CR 891285	NRLX047181	C113	Grain	1	21516
	CR 891286	NRLX047182	C113	Grain	1	21516
	CR 891287	NRLX047183	C113	Grain	1	21516
	CR 891288	NRLX047184	C113	Grain	1	21516
	CR 891289	NRLX047185	C113	Grain	1	21516
	CR 891290	NRLX047186	C113	Grain	1	21516
	CR 891291	NRLX047187	C113	Grain	1	21516
	CR 891292	NRLX047358	C113	Grain	1	21516
	CR 891293	NRLX047293	C113	Grain	1	21516
	CR 891294	NRLX047294	C113	Grain	1	21516
	CR 891295	NRLX047150	C113	Grain	1	21516
	CR 891296	NRLX047151	C113	Grain	1	21516
	CR 891297	NRLX047295	C113	Grain	1	21516
	CR 891298	NRLX047296	C113	Grain	1	21516
	PMLX001000	PMLX001000	C114	Grain	1	20420,-A
	PMLX001001	PMLX001001	C114	Grain	1	20420,-A
	PMLX001002	PMLX001002	C114	Grain	1	20420,-A
	PMLX001003	PMLX001003	C114	Grain	1	20420,-A
	PMLX001004	PMLX001004	C114	Grain	1	20420,-A
	PMLX001005	PMLX001005	C114	Grain	1	20420,-A
	PMLX001006	PMLX001006	C114	Grain	1	20420,-A
	PMLX001007	PMLX001007	C114	Grain	1	20420,-A
	PMLX001008	PMLX001008	C114	Grain	1	20420,-A
PMLX001009	PMLX001009	C114	Grain	1	20420,-A	
PMLX001010	PMLX001010	C114	Grain	1	20420,-A	
PMLX001011	PMLX001011	C114	Grain	1	20420,-A	
PMLX001012	PMLX001012	C114	Grain	1	20420,-A	
PMLX001013	PMLX001013	C114	Grain	1	20420,-A	
PMLX001014	PMLX001014	C114	Grain	1	20420,-A	
PMLX001015	PMLX001015	C114	Grain	1	20420,-A	
PMLX001016	PMLX001016	C114	Grain	1	20420,-A	
PMLX001017	PMLX001017	C114	Grain	1	20420,-A	
PMLX001018	PMLX001018	C114	Grain	1	20420,-A	
PMLX001019	PMLX001019	C114	Grain	1	20420,-A	
PMLX001020	PMLX001020	C114	Grain	1	20420,-A	

Annex B

	PMLX001021	PMLX001021	C114	Grain	1	20420,-A
	PMLX001022	PMLX001022	C114	Grain	1	20420,-A
	PMLX001023	PMLX001023	C114	Grain	1	20420,-A
	PMLX001024	PMLX001024	C114	Grain	1	20420,-A
Grand Total					49	

**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: 10/3/06



\_\_\_\_\_  
Robert W. Alvord