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OF COUNSEL  
URBAN A. LESTER

RECORDATION NO.

21897-F FILED

October 3, 2006

OCT 02 '06

9-30AM

SURFACE TRANSPORTATION BOARD

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 (HL 9), dated as of October 2, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement previously filed with the Board under Recordation Number 21897.

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  
Page 2

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

169 railcars: ATW 120001 - ATW 120170 (except ATW 120022).

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

STB Memorandum of Assignment and Assumption Agreement (HL 9)

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 (HL 9)**

Memorandum of Assignment and Assumption Agreement, dated as of October 2, 2006 (this "Memorandum"), by and between Bombardier Capital Rail Inc., a Minnesota corporation ("Assignor"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation ("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]

RECORDATION NO. 21897-F FILED  
OCT 02 '06 9-30AM  
SURFACE TRANSPORTATION BOARD



THE CIT GROUP EQUIPMENT/FINANCING, INC.

By: *Richard D'Annunzio*  
Name: Richard D'Annunzio  
Title: Vice President

State of New York )  
County of New York ) SS.

On this 28<sup>th</sup> day of September, 2006 before me personally appeared Richard D'Annunzio, to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that (s)he is the Vice President of The CIT Group Equipment/Financing, Inc. 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.

*Rose Mitrone*  
Notary Public in and for said  
County and State

[SEAL]

**ROSE MINTRONE**  
Notary Public, State of New York  
No. 01M4630209  
Qualified in New York County  
Commission Expires Jan. 31, 2010

## Annex A

1. Lease Agreement (1998A-2), dated as of December 22, 1998, between First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21897.
2. Lease Supplement (1998A-2) No. 1, dated December 23, 1998, between First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21897-A.
3. Indenture and Security Agreement (1998A-2), dated as of December 22, 1998, between First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21897-B.
4. Indenture Supplement (1998A-2) No. 1, dated December 23, 1998, between First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21897-C.
5. Memorandum of Lease Assignment (1998A-2), dated as of December 22, 1998, First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21897-D.
6. Notice, dated as of June 13, 2006, by Bombardier Capital Rail Inc. (successor to NorRail, Inc.), Lessee, respecting Manufacturers and Traders Trust Company, successor to First Omni Bank, National Association, Lessor, filed with the Board on June 21, 2006 at 11:47 a.m. under Recordation Number 21897-E.
7. Memorandum of Railcar Lease Agreement, dated as of November 18, 1998, between NorRail, Inc., Lessor, and Atlantic and Western Railway, Limited Partnership, Lessee, filed with the Board on October 30, 1998 at 3:21 p.m. under Recordation Number 21763.

## Annex A

Annex B

Schedule #	Car Type	Current Car #	Original Car #	Previous Car #	Total	Leases
	1Box 60ft	ATW 120001	ATW 120001	ATW 120001	1	21763
		ATW 120002	ATW 120002	ATW 120002	1	21763
		ATW 120003	ATW 120003	ATW 120003	1	21763
		ATW 120004	ATW 120004	ATW 120004	1	21763
		ATW 120005	ATW 120005	ATW 120005	1	21763
		ATW 120006	ATW 120006	ATW 120006	1	21763
		ATW 120007	ATW 120007	ATW 120007	1	21763
		ATW 120008	ATW 120008	ATW 120008	1	21763
		ATW 120009	ATW 120009	ATW 120009	1	21763
		ATW 120010	ATW 120010	ATW 120010	1	21763
		ATW 120011	ATW 120011	ATW 120011	1	21763
		ATW 120012	ATW 120012	ATW 120012	1	21763
		ATW 120013	ATW 120013	ATW 120013	1	21763
		ATW 120014	ATW 120014	ATW 120014	1	21763
		ATW 120015	ATW 120015	ATW 120015	1	21763
		ATW 120016	ATW 120016	ATW 120016	1	21763
		ATW 120017	ATW 120017	ATW 120017	1	21763
		ATW 120018	ATW 120018	ATW 120018	1	21763
		ATW 120019	ATW 120019	ATW 120019	1	21763
		ATW 120020	ATW 120020	ATW 120020	1	21763
		ATW 120021	ATW 120021	ATW 120021	1	21763
		ATW 120023	ATW 120023	ATW 120023	1	21763
		ATW 120024	ATW 120024	ATW 120024	1	21763
		ATW 120025	ATW 120025	ATW 120025	1	21763
		ATW 120026	ATW 120026	ATW 120026	1	21763
		ATW 120027	ATW 120027	ATW 120027	1	21763
		ATW 120028	ATW 120028	ATW 120028	1	21763
		ATW 120029	ATW 120029	ATW 120029	1	21763
		ATW 120030	ATW 120030	ATW 120030	1	21763
		ATW 120031	ATW 120031	ATW 120031	1	21763
		ATW 120032	ATW 120032	ATW 120032	1	21763
		ATW 120033	ATW 120033	ATW 120033	1	21763
		ATW 120034	ATW 120034	ATW 120034	1	21763
		ATW 120035	ATW 120035	ATW 120035	1	21763
		ATW 120036	ATW 120036	ATW 120036	1	21763
		ATW 120037	ATW 120037	ATW 120037	1	21763
		ATW 120038	ATW 120038	ATW 120038	1	21763
		ATW 120039	ATW 120039	ATW 120039	1	21763
		ATW 120040	ATW 120040	ATW 120040	1	21763
		ATW 120041	ATW 120041	ATW 120041	1	21763
		ATW 120042	ATW 120042	ATW 120042	1	21763
		ATW 120043	ATW 120043	ATW 120043	1	21763
		ATW 120044	ATW 120044	ATW 120044	1	21763
		ATW 120045	ATW 120045	ATW 120045	1	21763

Annex B

ATW 120046	ATW 120046	ATW 120046	1	21763
ATW 120047	ATW 120047	ATW 120047	1	21763
ATW 120048	ATW 120048	ATW 120048	1	21763
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ATW 120169	ATW 120169	ATW 120169	1	21763
ATW 120170	ATW 120170	ATW 120170	1	21763
<b>1 Total</b>			<b>169</b>	
<b>Grand Total</b>			<b>169</b>	

**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: 10/2/06



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