

RECORDATION NO. 23966 ~~FILED~~

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

MAY 11 '05 4-04 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

May 11, 2005

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 a Memorandum of Assignment and Assumption Agreement, dated as of May 11, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Assignment previously filed with the Board under Recordation Number 23966-W.

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

**Seller:** Babcock & Brown Rail Funding LLC  
c/o Babcock & Brown LP  
1 Dag Hammarskjold Plaza  
885 Second Avenue  
49<sup>th</sup> Floor  
New York, NY 10017

**Buyer:** BBRM Title Holding SPC #2 LLC  
c/o Babcock & Brown LP  
1 Dag Hammarskjold Plaza  
885 Second Avenue  
49<sup>th</sup> Floor  
New York, NY 10017

Mr. Vernon A. Williams  
May 11, 2005  
Page Two

Head Lessor: Lloyds TSB Equipment  
Leasing (No. 5) Limited  
c/o Lloyds TSB Leasing  
25 Gresham Street  
London EC2V 7HN  
England

Head Lessee: North America Rail Leasing  
#2 LLC  
(d/b/a Babcock & Brown Rail Leasing)  
1 Dag Hammarskjold Plaza  
885 Second Avenue  
49<sup>th</sup> Floor  
New York, NY 10017

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

150 centerbeam flatcars AOK 29000 - 29149

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

Memorandum of Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$32.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MAY 11 '05

4-04 PM

SURFACE TRANSPORTATION BOARD EXECUTION VERSION

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of this 11th day of May 2005, is among Babcock & Brown Rail Funding LLC, a Delaware limited liability company (the "Seller"), BBRM Title Holding SPC #2 LLC, a Delaware limited liability company (the "Buyer"), Lloyds TSB Equipment Leasing (No. 5) Limited, a limited liability company incorporated under the laws of England and Wales (as assignee of BBRM Sub #1 LLC) (the "Head Lessor") and North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing), a Delaware limited liability company (the "Head Lessee" and, together with the Seller, the Buyer and the Head Lessor, the "Parties"). Capitalized terms used herein and not otherwise defined shall have the meaning ascribed thereto in the Assignment (as defined below).

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Assignment and Assumption Agreement dated as of May 11, 2005 (the "Assignment") covering the equipment listed on Schedule A hereto (the "Equipment") and, in respect of the Equipment, the Lease of the Equipment and the prior assignment of the Lease (all as described in (a) the Assignment and Assumption Agreement filed on February 28, 2005, and (b) the Head Lease (COMBI I) described in a Memorandum of Head Lease dated the date hereof to be filed concurrently herewith) (collectively, the "Lease Documents");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Assignment and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties, by this instrument, the Seller transfers and assigns to the Buyer, the Buyer transfers and assigns to the Head Lessor and the Head Lessor assigns to the Head Lessee all of their respective rights and obligations under the Lease Documents, and each of the Parties hereto confirms and accepts such terms and conditions as set forth above, which are incorporated by reference as if fully set forth herein.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this instrument has been duly executed by the Parties hereto as of the date first above written.

BABCOCK & BROWN RAIL FUNDING LLC, as  
Seller

By:   
Name: Victoria McManus  
Title: President

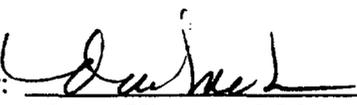
LLOYDS TSB EQUIPMENT LEASING (NO. 5)  
LIMITED, as Head Lessor

By: \_\_\_\_\_  
Name:  
Title:

NORTH AMERICA RAIL LEASING #2 LLC  
(d/b/a BABCOCK & BROWN RAIL LEASING),  
as Head Lessee

By:   
Name: Victoria McManus  
Title: President

BBRM TITLE HOLDING SPC #2 LLC, as Buyer

By:   
Name: Victoria McManus  
Title: President

IN WITNESS WHEREOF, this instrument has been duly executed by the Parties hereto as of the date first above written.

BABCOCK & BROWN RAIL FUNDING LLC, as Seller

By: \_\_\_\_\_  
Name:  
Title:

LLOYDS TSB EQUIPMENT LEASING (NO. 5) LIMITED, as Head Lessor

By:  \_\_\_\_\_  
Name: *Richard King*  
Title: *Attorney in fact.*

NORTH AMERICA RAIL LEASING #2 LLC (d/b/a BABCOCK & BROWN RAIL LEASING), as Head Lessee

By: \_\_\_\_\_  
Name:  
Title:

BBRM TITLE HOLDING SPC #2 LLC, as Buyer

By: \_\_\_\_\_  
Name:  
Title:

State of New York )  
 )  
County of New York )

On this, the 11<sup>th</sup> day of May, 2005, before me, a Notary Public in and for said County and State, personally appeared Victoria McManus, the President of BABCOCK & BROWN RAIL FUNDING LLC, who acknowledged herself to be a duly authorized officer of BABCOCK & BROWN RAIL FUNDING LLC, and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the date above mentioned.

Name: Karen A. Houlihan  
Notary Public

My Commission Expires: \_\_\_\_\_

Residing in: \_\_\_\_\_

**KAREN A. HOULIHAN**  
Notary Public, State of New York  
No. 01HO6051904  
Qualified in New York County  
Commission Expires December 4, 2007



State of New York )

County of New York )

On this, the 11<sup>th</sup> day of May, 2005, before me, a Notary Public in and for said County and State, personally appeared Victoria McManus, the President of NORTH AMERICA RAIL LEASING #2 LLC (d/b/a BABCOCK & BROWN RAIL LEASING), who acknowledged herself to be a duly authorized officer of NORTH AMERICA RAIL LEASING #2 LLC (d/b/a BABCOCK & BROWN RAIL LEASING), and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the date above mentioned.

Name: Karen A. Houlihan  
Notary Public

My Commission Expires: \_\_\_\_\_

Residing in: \_\_\_\_\_

**KAREN A. HOULIHAN**  
Notary Public, State of New York  
No. 01HO6051904  
Qualified in New York County  
Commission Expires December 4, 2007

State of New York )  
 )  
County of New York )

On this, the 11<sup>th</sup> day of May, 2005, before me, a Notary Public in and for said County and State, personally appeared Victoria McManus, the President of BBRM TITLE HOLDING SPC #2 LLC, who acknowledged herself to be a duly authorized officer of BBRM TITLE HOLDING SPC #2 LLC, and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the date above mentioned.

Name: Karen A. Houlihan  
Notary Public

My Commission Expires: \_\_\_\_\_

Residing in: \_\_\_\_\_

**KAREN A. HOULIHAN**  
Notary Public, State of New York  
No. 01HO6051904  
Qualified in New York County  
Commission Expires December 4, 2006

Schedule A  
(to Memorandum of Assignment and  
Assumption Agreement)

EQUIPMENT

<u>Lessee</u>	<u># Cars</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
BC Rail Partnership	150	73' Centerbeam Flatcars with riserless deck, 286,000 GRL	AOK 29000-29149, inclusive	None

**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: 5/11/05



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