

RECORDATION NO. 21316-55 FILED

JUN 21 '06 12-03 PM

SURFACE TRANSPORTATION BOARD

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

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

OF COUNSEL
URBAN A. LESTER

June 20, 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 a Notice, dated as of June 14, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and Security Interest previously filed with the Board under Recordation Number 21316-FF, Assignment and Assumption Agreement filed under 21316-GG and Memorandum of Assignment and Assumption Agreement filed under 21316-HH.

The name and address of the party to the enclosed document are:

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

[Assignee: Babcock & Brown Rail Funding LLC
599 Lexington Avenue
New York NY 10022]

Mr. Vernon A. Williams
June 20, 2006
Page 2

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

5 railcars DESTROYED:

Car Number	Original Car Number
NRLX 402685	IBT 018530
NRLX 402760	IBT 018605
NRLX 402783	IBT 018628
NRLX 402907	IBT 018752
NRLX 402959	IBT 018804

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

Notice.

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,



Edward M. Luria

EML/sem
Enclosures

BOMBARDIER

June 14, 2006

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

RECORDATION NO.

21316-35

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SURFACE TRANSPORTATION BOARD

Bombardier Capital Rail Inc.
12735 Gran Bay Parkway West
Suite 1000
Jacksonville, FL 32258 United States
www.bombardier.com

TEL (904) 288-1000
FAX (904) 288-2155

Re: Memorandum of Lease and Security Interest in Respect of Railcars, dated as of July 25, 2002 between Babcock & Brown Rail Funding LLC, Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on July 25, 2002 at 2:03 p.m. under Recordation Number 21316-FF

Assignment and Assumption Agreement, dated September 30, 2001, from Babcock & Brown Rail Funding LLC, Assignor to The Clarkesville Leasing Partnership, LLP, Assignee, filed with the Board on September 30, 2002, at 1:44 p.m. under Recordation Number 21316-GG

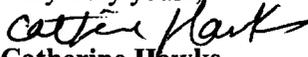
Memorandum of Assignment and Assumption Agreement, dated as of December 17, 2003, from the Clarkesville Leasing Partnership, LLP, Assignor, to North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing), Assignee, filed with the Board on December 17, 2003, at 5:25 p.m. under Recordation Number 21316-HH (BCRI's headlease 21)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation shown above, we wish to advise that the railcars listed on Exhibit B hereto have been destroyed.

Please file these changes under the Recording Number shown above.

Very truly yours,



Catherine Hawks
Senior Attorney

STATE OF FLORIDA)

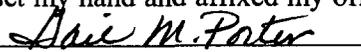
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ss.

COUNTY OF DUVAL)

On this 14th day of June, 2006, before me appeared **Catherine Hawks**, to me personally known, who, being duly sworn did say that she is the Senior Attorney of BOMBARDIER CAPITAL RAIL INC. (f/k/a NorRail, Inc.), and that said instrument was signed on behalf said corporation by authority of its board of directors and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires:

7-1-2010



EXHIBIT B
Destroyed Cars

<u>Car Number</u>	<u>Original Car Number</u>
NRLX402685	IBT 018530
NRLX402760	IBT 018605
NRLX402783	IBT 018628
NRLX402907	IBT 018752
NRLX402959	IBT 018804