

AUG 25 '06 12:46 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

August 25, 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 August 24, 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 23635.

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

Lessor: Bombardier Capital Rail Inc.
 (f/k/a NorRail, Inc.)
 12735 Gran Bay Parkway West
 Suite 1000
 Jacksonville, FL 32258

Lessee: BNSF Railway Company
 (f/k/a Burlington Northern and Santa Fe
 Railway Company
 2650 Lou Menk Drive
 Fort Worth TX 76131-2830

Mr. Vernon A. Williams
August 25, 2006
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A description of the railroad equipment covered by the enclosed document
is:

210 flatcars: BNSF 568000 - BNSF 568209.

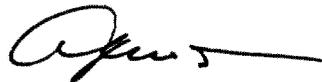
A short summary of the document to appear in the index is:

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,



Robert W. Alvord

RWA/sem
Enclosures

BOMBARDIER

August 24, 2006

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

RECORDATION NO. 23635-A FILED

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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 Railcar Lease Agreement, dated as of August 31, 2001 between Bombardier Capital Rail Inc., Lessor, and Burlington Northern and Santa Fe Railway Company, Lessee filed with the Board on September 4, 2001 at 4:13 p.m. under Recordation Number 23635 (BCRI Owned Railcars)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation shown above, we wish to advise that the Lessee's name has changed. Please update the record to reflect that the lessee is now known as BNSF Railway Company.

Please file this change under the Recording Number shown above.

Very truly yours,

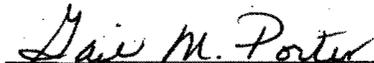


Catherine Hawks
Senior Attorney

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

On this 24th day of August, 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

