

RECORDATION NO. 23264-A FILED

AUG 30 '06 12:55 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 29, 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 13, 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 23264.

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

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

[Lessor: Wells Fargo Equipment Finance, Inc.
Investors Building #300
733 Marquette Avenue
Minneapolis, MN 55479]

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

2 railcars DESTROYED: NRLX 406348 and NRLX 406311 (previously CRLE 16038 and CRLE 16001 respectively);

73 railcars remain within the series CRLE 16000 – CRLE 16074 as more particularly set forth in the attachment to the document.

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

June 13, 2006

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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

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

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SURFACE TRANSPORTATION BOARD

Re: Memorandum of Railcar Lease Agreement, dated as of December 18, 2000 between Wells Fargo Equipment Finance Inc., Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on December 20, 2000 at 3:31 p.m. under Recordation Number 23264 (BCRI's headlease 10; supplement 23167-103)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation(s) shown above, we wish to advise:

- The reporting marks and road numbers of some or all of the railcars has changed. The attached Exhibit A should be substituted in place of any prior lists of reporting marks and road numbers.
- The following railcars have been destroyed:

<u>Car Number</u>	<u>Original Car Number</u>
NRLX406348	CRLE016038
NRLX406311	CRLE016001

Please file these changes under the Recording Number(s) shown above.

Very truly yours,

Catherine Hawks

Catherine Hawks
Senior Attorney

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

On this 13th 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.

Gail M. Porter

NOTARY PUBLIC
My Commission Expires:
7-1-2010



EXHIBIT A

Headlease #	10
Schedule #	103

Current Car #	Original Car #	Previous Car #	Total
CRLE016000	CRLE016000	CRLE016000	1
CRLE016002	CRLE016002	CRLE016002	1
CRLE016007	CRLE016007	CRLE016007	1
CRLE016008	CRLE016008	CRLE016008	1
CRLE016009	CRLE016009	CRLE016009	1
CRLE016010	CRLE016010	CRLE016010	1
CRLE016011	CRLE016011	CRLE016011	1
CRLE016012	CRLE016012	CRLE016012	1
CRLE016017	CRLE016017	CRLE016017	1
CRLE016018	CRLE016018	CRLE016018	1
CRLE016019	CRLE016019	CRLE016019	1
CRLE016020	CRLE016020	CRLE016020	1
CRLE016021	CRLE016021	CRLE016021	1
CRLE016022	CRLE016022	CRLE016022	1
CRLE016027	CRLE016027	CRLE016027	1
CRLE016028	CRLE016028	CRLE016028	1
CRLE016029	CRLE016029	CRLE016029	1
CRLE016030	CRLE016030	CRLE016030	1
CRLE016031	CRLE016031	CRLE016031	1
CRLE016032	CRLE016032	CRLE016032	1
CRLE016037	CRLE016037	CRLE016037	1
CRLE016039	CRLE016039	CRLE016039	1
CRLE016040	CRLE016040	CRLE016040	1
CRLE016041	CRLE016041	CRLE016041	1
CRLE016042	CRLE016042	CRLE016042	1
CRLE016047	CRLE016047	CRLE016047	1
CRLE016048	CRLE016048	CRLE016048	1
CRLE016049	CRLE016049	CRLE016049	1
CRLE016050	CRLE016050	CRLE016050	1
CRLE016051	CRLE016051	CRLE016051	1
CRLE016052	CRLE016052	CRLE016052	1
CRLE016057	CRLE016057	CRLE016057	1
CRLE016058	CRLE016058	CRLE016058	1
CRLE016059	CRLE016059	CRLE016059	1
CRLE016060	CRLE016060	CRLE016060	1
CRLE016061	CRLE016061	CRLE016061	1
CRLE016062	CRLE016062	CRLE016062	1
CRLE016067	CRLE016067	CRLE016067	1
CRLE016068	CRLE016068	CRLE016068	1
CRLE016069	CRLE016069	CRLE016069	1
CRLE016070	CRLE016070	CRLE016070	1

EXHIBIT A

Headlease #	10
Schedule #	103

Current Car #	Original Car #	Previous Car #	Total
CRLE016071	CRLE016071	CRLE016071	1
CRLE016072	CRLE016072	CRLE016072	1
CRLE016003	CRLE016003	CRLE016003	1
CRLE016004	CRLE016004	CRLE016004	1
CRLE016005	CRLE016005	CRLE016005	1
CRLE016006	CRLE016006	CRLE016006	1
CRLE016013	CRLE016013	CRLE016013	1
CRLE016014	CRLE016014	CRLE016014	1
CRLE016015	CRLE016015	CRLE016015	1
CRLE016016	CRLE016016	CRLE016016	1
CRLE016023	CRLE016023	CRLE016023	1
CRLE016024	CRLE016024	CRLE016024	1
CRLE016025	CRLE016025	CRLE016025	1
CRLE016026	CRLE016026	CRLE016026	1
CRLE016033	CRLE016033	CRLE016033	1
CRLE016034	CRLE016034	CRLE016034	1
CRLE016035	CRLE016035	CRLE016035	1
CRLE016036	CRLE016036	CRLE016036	1
CRLE016043	CRLE016043	CRLE016043	1
CRLE016044	CRLE016044	CRLE016044	1
CRLE016045	CRLE016045	CRLE016045	1
CRLE016046	CRLE016046	CRLE016046	1
CRLE016053	CRLE016053	CRLE016053	1
CRLE016054	CRLE016054	CRLE016054	1
CRLE016055	CRLE016055	CRLE016055	1
CRLE016056	CRLE016056	CRLE016056	1
CRLE016063	CRLE016063	CRLE016063	1
CRLE016064	CRLE016064	CRLE016064	1
CRLE016065	CRLE016065	CRLE016065	1
CRLE016066	CRLE016066	CRLE016066	1
CRLE016073	CRLE016073	CRLE016073	1
CRLE016074	CRLE016074	CRLE016074	1
Grand Total			73

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: 8/30/06



Robert W. Alvord