

RECORDATION NO. 23974-F FILED

OCT 02 '06 9-30 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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)

October 2, 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 an STB Memorandum of Assignment and Assumption Agreement (HL 5), 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 23974.

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:

104 railcars: NRLX 057200 - NRLX 057306 (excluding NRLX 057210, NRLX 057220 and NRLX 057275).

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

STB Memorandum of Assignment and Assumption Agreement (HL 5)

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 5)

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.

23974 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 28th 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 Santrone
Notary Public in and for said
County and State

[SEAL]

ROSE SANTRONE
Notary Public, State of New York
No. 01M4830209
Qualified in New York County
Commission Expires Jan. 31, 2010

Annex A

1. Memorandum of Railcar Lease Agreement No. 1666, dated as of October 31, 2001 between Solvay Polymers Inc., Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on May 14, 2002 at 2:01 p.m. under Recordation Number 23974.
2. Assignment of Lease, dated as of October 31, 2001 between Solvay Polymers Inc., Assignor, and Solvay HDPE, L.P., Assignee, filed with the Board on May 14, 2002 at 2:36 p.m. under Recordation Number 23974-A.
3. Assignment of Lease, dated as of October 31, 2001 between Solvay Polymers Inc., Assignor, and AJV Polymers, L.L.C., Assignee, filed with the Board on May 14, 2002 at 2:46 p.m. under Recordation Number 23974-B.
4. Assignment of Lease, dated as of October 31, 2001 between Solvay HDPE, L.P., Assignor, and BP Solvay Polyethylene North America, Assignee, filed with the Board on May 14, 2002 at 2:59 p.m. under Recordation Number 23974-C.
5. Assignment of Lease, dated as of October 31, 2001 between AJV Polymers, L.L.C., Assignor, and BP Solvay Polyethylene North America, Assignee, filed with the Board on May 14, 2002 at 3:13 p.m. under Recordation Number 23974-D.
6. Notice, dated as of May 10, 2009 Bombardier Capital Rail Inc. (successor to NorRail, Inc.), Lessee, respecting BP Solvay Polyethylene North America, Lessor, filed with the Board of May 17, 2006 at 2:58 p.m. under Recordation Number 23974-E.

Annex A

Annex B

Schedule #	Car Type	Current Car #	Original Car #	Previous Car #	Total	Leases
1	Grain	NRLX057200	ELTX000753	NRLX057200	1	23974
		NRLX057204	ELTX000829	NRLX057204	1	23974
		NRLX057205	ELTX000700	DOWX029054	1	23974
		NRLX057206	ELTX000701	DOWX029055	1	23974
		NRLX057207	ELTX000702	DOWX029056	1	23974
		NRLX057208	ELTX000703	DOWX029057	1	23974
		NRLX057209	ELTX000704	DOWX029058	1	23974
		NRLX057211	ELTX000706	DOWX029060	1	23974
		NRLX057212	ELTX000707	DOWX029061	1	23974
		NRLX057213	ELTX000708	AEX 010786	1	23974
		NRLX057214	ELTX000709	DOWX029063	1	23974
		NRLX057215	ELTX000710	DOWX029064	1	23974
		NRLX057217	ELTX000712	DOWX029066	1	23974
		NRLX057218	ELTX000713	DOWX029067	1	23974
		NRLX057219	ELTX000714	DOWX029068	1	23974
		NRLX057221	ELTX000716	DOWX029070	1	23974
		NRLX057222	ELTX000717	DOWX029071	1	23974
		NRLX057223	ELTX000718	DOWX029072	1	23974
		NRLX057224	ELTX000719	DOWX029073	1	23974
		NRLX057225	ELTX000720	DOWX029074	1	23974
		NRLX057226	ELTX000721	DOWX029075	1	23974
		NRLX057227	ELTX000722	DOWX029076	1	23974
		NRLX057228	ELTX000723	DOWX029077	1	23974
		NRLX057229	ELTX000725	DOWX029078	1	23974
		NRLX057230	ELTX000726	DOWX029079	1	23974
		NRLX057231	ELTX000727	DOWX029080	1	23974
		NRLX057232	ELTX000728	DOWX029081	1	23974
		NRLX057233	ELTX000729	DOWX029082	1	23974
		NRLX057234	ELTX000730	DOWX029083	1	23974
		NRLX057235	ELTX000731	DOWX029084	1	23974
		NRLX057236	ELTX000732	DOWX029085	1	23974
		NRLX057237	ELTX000734	DOWX029086	1	23974
		NRLX057238	ELTX000735	DOWX029087	1	23974
		NRLX057239	ELTX000736	DOWX029088	1	23974
		NRLX057240	ELTX000737	DOWX029089	1	23974
		NRLX057241	ELTX000739	DOWX029091	1	23974
		NRLX057242	ELTX000740	DOWX029092	1	23974
		NRLX057243	ELTX000741	DOWX029093	1	23974
		NRLX057244	ELTX000742	DOWX029094	1	23974
		NRLX057245	ELTX000743	DOWX029095	1	23974
NRLX057246	ELTX000744	DOWX029096	1	23974		
NRLX057247	ELTX000745	DOWX029097	1	23974		
NRLX057248	ELTX000746	DOWX029098	1	23974		
NRLX057249	ELTX000747	DOWX029099	1	23974		

Annex B

NRLX057250	ELTX000748	DOWX029100	1	23974
NRLX057251	ELTX000749	DOWX029101	1	23974
NRLX057252	ELTX000750	DOWX029102	1	23974
NRLX057253	ELTX000751	DOWX029103	1	23974
NRLX057254	ELTX000752	DOWX029104	1	23974
NRLX057255	ELTX000754	DOWX029105	1	23974
NRLX057256	ELTX000755	DOWX029106	1	23974
NRLX057257	ELTX000756	DOWX029107	1	23974
NRLX057258	ELTX000757	DOWX029108	1	23974
NRLX057259	ELTX000758	DOWX029109	1	23974
NRLX057260	ELTX000759	DOWX029110	1	23974
NRLX057261	ELTX000760	DOWX029111	1	23974
NRLX057262	ELTX000761	DOWX029112	1	23974
NRLX057263	ELTX000762	DOWX029113	1	23974
NRLX057264	ELTX000763	DOWX029114	1	23974
NRLX057265	ELTX000764	DOWX029115	1	23974
NRLX057266	ELTX000765	DOWX029116	1	23974
NRLX057267	ELTX000766	DOWX029117	1	23974
NRLX057268	ELTX000767	DOWX029118	1	23974
NRLX057269	ELTX000768	DOWX029119	1	23974
NRLX057270	ELTX000769	DOWX029120	1	23974
NRLX057271	ELTX000770	DOWX029121	1	23974
NRLX057272	ELTX000771	DOWX029122	1	23974
NRLX057273	ELTX000772	DOWX029123	1	23974
NRLX057274	ELTX000800	DOWX029124	1	23974
NRLX057276	ELTX000802	DOWX029126	1	23974
NRLX057277	ELTX000803	DOWX029127	1	23974
NRLX057278	ELTX000805	DOWX029128	1	23974
NRLX057279	ELTX000806	DOWX029129	1	23974
NRLX057280	ELTX000807	DOWX029130	1	23974
NRLX057281	ELTX000809	DOWX029131	1	23974
NRLX057282	ELTX000810	DOWX029132	1	23974
NRLX057283	ELTX000811	DOWX029133	1	23974
NRLX057284	ELTX000812	DOWX029134	1	23974
NRLX057285	ELTX000813	DOWX029135	1	23974
NRLX057286	ELTX000814	DOWX029136	1	23974
NRLX057287	ELTX000816	DOWX029137	1	23974
NRLX057288	ELTX000818	DOWX029138	1	23974
NRLX057289	ELTX000819	DOWX029139	1	23974
NRLX057290	ELTX000820	DOWX029140	1	23974
NRLX057291	ELTX000821	DOWX029141	1	23974
NRLX057292	ELTX000822	DOWX029142	1	23974
NRLX057293	ELTX000823	DOWX029143	1	23974
NRLX057294	ELTX000824	DOWX029144	1	23974
NRLX057295	ELTX000825	DOWX029145	1	23974
NRLX057296	ELTX000826	DOWX029146	1	23974
NRLX057297	ELTX000827	DOWX029147	1	23974
NRLX057298	ELTX000828	DOWX029148	1	23974

Annex B

		NRLX057299	ELTX000830	DOWX029149	1	23974
		NRLX057300	ELTX000831	DOWX029150	1	23974
		NRLX057301	ELTX000832	DOWX029151	1	23974
		NRLX057302	ELTX000833	DOWX029152	1	23974
		NRLX057303	ELTX000834	DOWX029153	1	23974
		NRLX057304	ELTX000835	DOWX029154	1	23974
		NRLX057305	ELTX000836	DOWX029155	1	23974
		NRLX057306	ELTX000837	DOWX029156	1	23974
	Plastics	NRLX057201	ELTX000804	NRLX057201	1	23974
		NRLX057202	ELTX000808	NRLX057202	1	23974
		NRLX057203	ELTX000815	NRLX057203	1	23974
		NRLX057216	ELTX000711	DOWX029065	1	23974
I Total					104	
Grand Total					104	

Annex 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