

RECORDATION NO. 23728F FILED

OCT 02 '06 9-30 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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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 19), 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 Lease Agreement previously filed with the Board under Recordation Number 23728.

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

75 railcars: FEC 110625 - FEC 110674 and TR 601250 – TR 601274.

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

STB Memorandum of Assignment and Assumption Agreement (HL 19)

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 19)

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. 23728 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 Mentrone
Notary Public in and for said
County and State

[SEAL]

ROSE MENTRONE
Notary Public, State of New York
No. 0184430200
Qualified in New York County
Commission Expires Jan. 31, 2010

Annex A

1. Memorandum of Lease Agreement (2001B-2), dated as of October 31, 2001, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and Bombardier Capital Rail, Inc., Lessee, filed with the Board on October 30, 2001 at 2:51 p.m. under Recordation Number 23728.
2. Memorandum of Lease Supplement (2001B-2) No. 1, dated October 31, 2001, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and Bombardier Capital Rail, Inc., Lessee, filed with the Board on October 30, 2001 at 2:56 p.m. under Recordation Number 23728-A.
3. Memorandum of Indenture and Security Agreement (2001B-2), dated as of October 31, 2001, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on October 30, 2001 at 3:00 p.m. under Recordation Number 23728-B.
4. Memorandum of Indenture Supplement (2001B-2) No. 1, dated October 31, 2001, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on October 30, 2001 at 3:10 p.m. under Recordation Number 23728-C.
5. Memorandum of Lease Assignment (2001B-2), dated as of October 31, 2001, Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on October 30, 2001 at 3:15 p.m. under Recordation Number 23728-D.
6. Notice, dated as of June 14, 2006, by Bombardier Capital Rail Inc., Lessee, respecting Manufacturers and Traders Trust Company, successor to Allfirst Financial Center National Association, Lessor, filed with the Board on June 19, 2006 at 3:23 p.m. under Recordation Number 23728-E.
7. Memorandum of Railcar Lease Agreement, dated as of August 31, 2000, between Bombardier Capital Rail Inc., Lessor, and Alternative Distribution Systems, Inc., Lessee, filed with the Board on April 3, 2001 at 9:42 a.m. under Recordation Number 23444.
8. Notice (of change of name of Lessee), dated as of September 6, 2006, by Bombardier Capital Rail Inc., Lessor, with respect to ADS Logistics, LLC (formerly Alternative Distribution Systems, Inc.), Lessee, filed with the Board on September 7, 2006 at 12:48 p.m. under Recordation Number 23444-A.

Annex A

Annex B

Schedule #	Car Type	Current Car #	Original Car #	Previous Car #	Total	Leases
1	Gons_CoilSteel	TR 601250	TR 601250	TR 601250	1	23444
		TR 601251	TR 601251	TR 601251	1	23444
		TR 601252	TR 601252	TR 601252	1	23444
		TR 601253	TR 601253	TR 601253	1	23444
		TR 601254	TR 601254	TR 601254	1	23444
		TR 601255	TR 601255	TR 601255	1	23444
		TR 601256	TR 601256	TR 601256	1	23444
		TR 601257	TR 601257	TR 601257	1	23444
		TR 601258	TR 601258	TR 601258	1	23444
		TR 601259	TR 601259	TR 601259	1	23444
		TR 601260	TR 601260	TR 601260	1	23444
		TR 601261	TR 601261	TR 601261	1	23444
		TR 601262	TR 601262	TR 601262	1	23444
		TR 601263	TR 601263	TR 601263	1	23444
		TR 601264	TR 601264	TR 601264	1	23444
		TR 601265	TR 601265	TR 601265	1	23444
		TR 601266	TR 601266	TR 601266	1	23444
		TR 601267	TR 601267	TR 601267	1	23444
		TR 601268	TR 601268	TR 601268	1	23444
		TR 601269	TR 601269	TR 601269	1	23444
		TR 601270	TR 601270	TR 601270	1	23444
		TR 601271	TR 601271	TR 601271	1	23444
		TR 601272	TR 601272	TR 601272	1	23444
		TR 601273	TR 601273	TR 601273	1	23444
TR 601274	TR 601274	TR 601274	1	23444		
1 Total					25	
2	Auto	FEC 110625	TR 110625	NS 110625	1	
		FEC 110626	TR 110626	NS 110626	1	
		FEC 110627	TR 110627	NS 110627	1	
		FEC 110628	TR 110628	NS 110628	1	
		FEC 110629	TR 110629	NS 110629	1	
		FEC 110630	TR 110630	NS 110630	1	
		FEC 110631	TR 110631	NS 110631	1	
		FEC 110632	TR 110632	NS 110632	1	
		FEC 110633	TR 110633	NS 110633	1	
		FEC 110634	TR 110634	NS 110634	1	
		FEC 110635	TR 110635	NS 110635	1	
		FEC 110636	TR 110636	NS 110636	1	
		FEC 110637	TR 110637	NS 110637	1	
		FEC 110638	TR 110638	NS 110638	1	
		FEC 110639	TR 110639	NS 110639	1	
		FEC 110640	TR 110640	NS 110640	1	
		FEC 110641	TR 110641	FEC 110641	1	
FEC 110642	TR 110642	NS 110642	1			

Annex B

FEC 110643	TR 110643	NS 110643	1
FEC 110644	TR 110644	NS 110644	1
FEC 110645	TR 110645	NS 110645	1
FEC 110646	TR 110646	NS 110646	1
FEC 110647	TR 110647	FEC 110647	1
FEC 110648	TR 110648	FEC 110648	1
FEC 110649	TR 110649	NS 110649	1
FEC 110650	TR 110650	NS 110650	1
FEC 110651	TR 110651	NS 110651	1
FEC 110652	TR 110652	FEC 110652	1
FEC 110653	TR 110653	NS 110653	1
FEC 110654	TR 110654	NS 110654	1
FEC 110655	TR 110655	NS 110655	1
FEC 110656	TR 110656	NS 110656	1
FEC 110657	TR 110657	NS 110657	1
FEC 110658	TR 110658	NS 110658	1
FEC 110659	TR 110659	FEC 110659	1
FEC 110660	TR 110660	NS 110660	1
FEC 110661	TR 110661	NS 110661	1
FEC 110662	TR 110662	NS 110662	1
FEC 110663	TR 110663	FEC 110663	1
FEC 110664	TR 110664	FEC 110664	1
FEC 110665	TR 110665	NS 110665	1
FEC 110666	TR 110666	NS 110666	1
FEC 110667	TR 110667	FEC 110667	1
FEC 110668	TR 110668	NS 110668	1
FEC 110669	TR 110669	NS 110669	1
FEC 110670	TR 110670	NS 110670	1
FEC 110671	TR 110671	NS 110671	1
FEC 110672	TR 110672	NS 110672	1
FEC 110673	TR 110673	FEC 110673	1
FEC 110674	TR 110674	NS 110674	1
2 Total			50
Grand Total			75

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