

RECORDATION NO. 23703-D FILED

OCT 2 '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 3, 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 20), 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 Schedule No. 10 to Master Railcar Lease Agreement previously filed with the Board under Recordation Number 23903.

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

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

50 cars within the series NRLX 055001 - NRLX 055097 as more particularly set forth in the Annex attached to the document.

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

STB Memorandum of Assignment and Assumption Agreement (HL 20)

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 20)

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. 23903D FILED

OCT 2 '06 -9 30 AM

SURFACE TRANSPORTATION BOARD

THE CIT GROUP EQUIPMENT/FINANCING, INC.

By: *Richard D'Annunzio*
Name: RICHARD D'ANNUNZIO
Title: VICEPRESIDENT

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. 01M4830209
Qualified in New York County
Commission Expires Jan. 31, 2010

Annex A

1. Memorandum of Schedule No. 10 to Master Railcar Lease Agreement, dated as of December 28, 2001, between Allfirst Bank (successor to The First National Bank of Maryland), Lessor, and Bombardier Capital Rail Inc. (successor to NorRail, Inc.), Lessee, filed with the Board on March 15, 2002 at 12:08 p.m. under Recordation Number 23903 (NRLX railcars).
2. Bill of Sale, dated as of December 28, 2001, between Allfirst Bank (successor to The First National Bank of Maryland), Lessor, and Bombardier Capital Rail Inc. (successor to NorRail, Inc.), Lessee, filed with the Board on March 15, 2002 at 12:16 p.m. under Recordation Number 23903-A (NRLX railcars).
3. Memorandum of Assignment of Schedule No. 10 to Railcar Lease Agreement, dated as of December 26, 2001, between Allfirst Bank, Assignor, and The Fifth Third Leasing Company, Assignee, filed with the Board on June 18, 2002 at 12:00 p.m. under Recordation Number 23903-B (NRLX railcars).
4. Notice, dated as of June 14, 2006, by Bombardier Capital Rail Inc., Lessee, respecting M&T Credit Services, LLC (successor to Allfirst Financial Center National Association), Lessor, filed with the Board on June 19, 2006 at 3:35 p.m. under Recordation Number 23903-C.
5. Memorandum of Railcar Lease Agreement, dated as of January 31, 2001 between Bombardier Capital Rail Inc., Lessor, and ConAgra, Inc., Lessee, filed with the Board on May 7, 2003 at 10:36 a.m. under Recordation Number 22594-B.
6. Notice (of change of name of Lessee), dated as of September 6, 2006, by Bombardier Capital Rail Inc., Lessor, with respect to ConAgra Foods, Inc. (f/k/a ConAgra, Inc.), Lessee, filed with the Board on September 7, 2006 at 12:51 p.m. under Recordation Number 22594-D.

Annex B

Schedule #	Car Type	NRLX (Permanent Car #)	Current Car #	Original Car #	Previous Car #	Total	Leases
1	Pressurized Differentials	NRLX055001	NBIX055001	NBIX055001	NBIX055001	1	22594-B
		NRLX055002	NBIX055002	NBIX055002	NBIX055002	1	22594-B
		NRLX055003	NBIX055003	NBIX055003	NBIX055003	1	22594-B
		NRLX055006	NBIX055006	NBIX055006	NBIX055006	1	22594-B
		NRLX055007	NBIX055007	NBIX055007	NBIX055007	1	22594-B
		NRLX055008	NBIX055008	NBIX055008	NBIX055008	1	22594-B
		NRLX055011	NBIX055011	NBIX055011	NBIX055011	1	22594-B
		NRLX055012	NBIX055012	NBIX055012	NBIX055012	1	22594-B
		NRLX055016	NBIX055016	NBIX055016	NBIX055016	1	22594-B
		NRLX055017	NBIX055017	NBIX055017	NBIX055017	1	22594-B
		NRLX055018	NBIX055018	NBIX055018	NBIX055018	1	22594-B
		NRLX055021	NBIX055021	NBIX055021	NBIX055021	1	22594-B
		NRLX055022	NBIX055022	NBIX055022	NBIX055022	1	22594-B
		NRLX055023	NBIX055023	NBIX055023	NBIX055023	1	22594-B
		NRLX055026	NBIX055026	NBIX055026	NBIX055026	1	22594-B
		NRLX055027	NBIX055027	NBIX055027	NBIX055027	1	22594-B
		NRLX055028	NBIX055028	NBIX055028	NBIX055028	1	22594-B
		NRLX055031	NBIX055031	NBIX055031	NBIX055031	1	22594-B
		NRLX055032	NBIX055032	NBIX055032	NBIX055032	1	22594-B
		NRLX055033	NBIX055033	NBIX055033	NBIX055033	1	22594-B
		NRLX055036	NBIX055036	NBIX055036	NBIX055036	1	22594-B
		NRLX055037	NBIX055037	NBIX055037	NBIX055037	1	22594-B
		NRLX055041	NBIX055041	NBIX055041	NBIX055041	1	22594-B
		NRLX055042	NBIX055042	NBIX055042	NBIX055042	1	22594-B
		NRLX055043	NBIX055043	NBIX055043	NBIX055043	1	22594-B
		NRLX055046	NBIX055046	NBIX055046	NBIX055046	1	22594-B
		NRLX055047	NBIX055047	NBIX055047	NBIX055047	1	22594-B
		NRLX055051	NBIX055051	NBIX055051	NBIX055051	1	22594-B
		NRLX055052	NBIX055052	NBIX055052	NBIX055052	1	22594-B
		NRLX055056	NBIX055056	NBIX055056	NBIX055056	1	22594-B
		NRLX055057	NBIX055057	NBIX055057	NBIX055057	1	22594-B
		NRLX055058	NBIX055058	NBIX055058	NBIX055058	1	22594-B
NRLX055061	NBIX055061	NBIX055061	NBIX055061	1	22594-B		
NRLX055062	NBIX055062	NBIX055062	NBIX055062	1	22594-B		
NRLX055063	NBIX055063	NBIX055063	NBIX055063	1	22594-B		
NRLX055066	NBIX055066	NBIX055066	NBIX055066	1	22594-B		
NRLX055067	NBIX055067	NBIX055067	NBIX055067	1	22594-B		
NRLX055071	NBIX055071	NBIX055071	NBIX055071	1	22594-B		
NRLX055072	NBIX055072	NBIX055072	NBIX055072	1	22594-B		
NRLX055073	NBIX055073	NBIX055073	NBIX055073	1	22594-B		
NRLX055076	NBIX055076	NBIX055076	NBIX055076	1	22594-B		
NRLX055077	NBIX055077	NBIX055077	NBIX055077	1	22594-B		
NRLX055081	NBIX055081	NBIX055081	NBIX055081	1	22594-B		
NRLX055082	NBIX055082	NBIX055082	NBIX055082	1	22594-B		

	NRLX055086	NBIX055086	NBIX055086	NBIX055086	1	22594-B
	NRLX055087	NBIX055087	NBIX055087	NBIX055087	1	22594-B
	NRLX055091	NBIX055091	NBIX055091	NBIX055091	1	22594-B
	NRLX055092	NBIX055092	NBIX055092	NBIX055092	1	22594-B
	NRLX055096	NBIX055096	NBIX055096	NBIX055096	1	22594-B
	NRLX055097	NBIX055097	NBIX055097	NBIX055097	1	22594-B
I Total					50	
Grand Total					50	

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