

RECORDATION NO.

26639-B
FILE

DEC 13 '08

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

December 12, 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 Memorandum of Specification No. 1 to Master Assignment Agreement, dated as of December 8, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Master Installment Purchase Agreement and Specification No. 1 to Master Assignment Agreement previously filed with the Board under Recordation Numbers 26639 and 26639-A, respectively.

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

Seller/Assignor: IBM Credit LLC
North Castle Drive
Armonk, NY 10504

Purchaser/
Assignee: GE Capital Public Finance, Inc.
8400 Normandale Lake Boulevard, Suite 470
Minneapolis, MN 55437-1079

Mr. Vernon A. Williams
December 12, 2006
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A description of the railroad equipment covered by the enclosed document is:

4 railcars bearing DIA reporting marks and road numbers 28, 29, 30 and 31.

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

Memorandum of Specification No. 1 to Master Assignment Agreement.

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

**MEMORANDUM OF SPECIFICATION NO. 1 TO
MASTER ASSIGNMENT AGREEMENT**

This Memorandum of Specification No. 1 to Master Assignment Agreement, is made and entered into as of December 8, 2006 by between IBM Credit LLC ("Seller/Assignor") and GE Capital Public Finance, Inc. ("Purchaser/Assignee").

WITNESSETH:

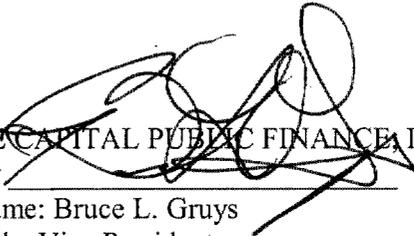
The undersigned have entered into that certain Specification No. 1 to Master Assignment Agreement, dated as of December 8, 2006, (the "Assignment") by which Seller/Assignor has sold and assigned its right, title and interest in and to and four (4) Bombardier CX-100 train cars for use on the automated ground transportation system at the Denver International Airport (the "Cars") as more fully described on Exhibit A hereto. Purchaser/Assignee originally financed the Cars for the City and County of Denver, for and on behalf of its Department of Aviation ("Borrower") pursuant to that certain Equipment Schedule No. 4 dated October 26, 2006 to the Master Installment Purchase Agreement as of July 1, 2003 between Seller/Assignor and Borrower, as amended by Amendment No 1 thereto effective as March 12, 2004 and Amendment 2 thereto effective as of October 12, 2006 ("Agreement"). Purchaser/Assignee sold and assigned its rights in and to the Agreement and the Cars to Seller/Assignor effective October 26, 2006 and by the Assignment, Seller/Assignor assigned and sold its interest in the Cars and the Agreement back to Purchaser/Assignee effective December 8, 2006. In addition to selling and assigning its right, title and interest in and to the Cars to Purchaser/Assignee, Seller/Assignor has sold and assigned all of its right, title and interest in and its obligations under the Agreement to Purchaser/Assignee, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto.

A Memorandum of Master Installment Purchase Agreement dated October 26, 2006 by and between Seller/Assignor and Borrower was filed and recorded with the Surface Transportation Board on October 26, 2006 and given Recordation No. 26639.

A Memorandum of Specification No. 1 to Master Agreement dated October 31, 2006 by and between Purchaser/Assignee as original owner and Seller/Assignor as assignee was filed and recorded with the Surface Transportation Board on November 3, 2006 and given Recordation No. 26639-A.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective duly authorized representative as of the date and year first above written.

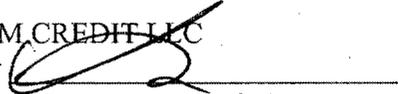
GE CAPITAL PUBLIC FINANCE INC.

By 

Name: Bruce L. Gruys

Title: Vice President

IBM CREDIT LLC

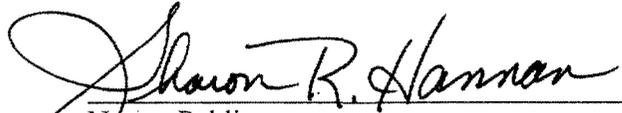
By 

Name: MORRIS W. COMMODORE

Title: DIRECTOR, CONTRACTS & NEGOTIATIONS

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 7TH day of December, 2006, before me personally appeared Bruce L. Gruys, to me personally known, who being by my duly sworn, says that he is a Vice President of GE Capital Public Finance, Inc., that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.


Notary Public

My Commission expires:



STATE OF NEW YORK)
) ss.
COUNTY OF Westchester

On this 8TH day of December, 2006, before me personally appeared Nobus W. Commence to me personally known, who being by my duly sworn, says that he is Director of IBM Credit LLC, that the foregoing document was signed on behalf of said limited liability company, and he acknowledged that the execution of said instrument was his free act and deed

ANGELA IAMMATTEO ROBINS
Notary Public, State of New York
No. 02RO4795711
Qualified in Westchester County
Commission Expires December 31, 2013

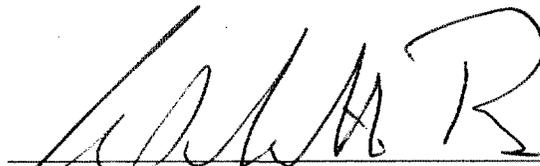

Notary Public

EXHIBIT A

<u>Quantity</u>	<u>Manufacturer</u>	<u>Running Numbers</u>	<u>Year</u>	<u>Model/Type of Equipment</u>
4	Bombardier	28, 29, 30 & 31	2006	CX-100 cars for use on the automated ground transportation system of the Denver International Airport