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OF COUNSEL
URBAN A. LESTER

September 29, 1999

RECORDATION NO.

22436, A, B, C, D

SEP 29 '99

10-20AM

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

Re: Bombardier Capital Rail Inc. (1999B-2)

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 Lease (1999B-2), dated as of September 29, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents; and three (3) copies of each of the following secondary documents related thereto: a Memorandum Lease Supplement (1999B-2) No. 1, dated September 29, 1999, Indenture and Security Agreement (1999B-2), dated as of September 29, 1999, Indenture Supplement (1999B-2) No. 1, dated September 29, 1999 and Lease Assignment (1999B-2), dated as of September 29, 1999.

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

Lease Agreement
Lease Supplement No. 1

Owner Trustee/Lessor: Allfirst Financial Center, National Association
25 South Charles Street
Baltimore, Maryland 21202

Lessee: Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, Minnesota 55311

Kim Bartman

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Indenture and Security Agreement
Indenture Supplement No. 1
and Lease Assignment

Owner Trustee/
Assignor: Allfirst Financial Center, National Association
25 South Charles Street
Baltimore, Maryland 21202

Indenture Trustee/
Assignee Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$130.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SEP 29 '99 10-20AM

MEMORANDUM OF LEASE (1999B-2)

MEMORANDUM OF LEASE (1999B-2), made and entered into as of September 29, 1999 by and between ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999B-2) dated as of September 20, 1999, as Lessor (the "Lessor") and BOMBARDIER CAPITAL RAIL INC., a Minnesota corporation, as Lessee (the "Lessee").

WITNESSETH:

The undersigned have entered into the certain Lease Agreement (1999B-2), dated as of September 20, 1999 (the "Lease"), whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease.

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

ALLFIRST FINANCIAL CENTER
NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee under the Trust Agreement
(1999B-2) dated as of September 20, 1999.

By: Robert D. Brown
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

BOMBARDIER CAPITAL RAIL INC.

By: _____
Name:
Title:

By: _____
Name:
Title:

MEMORANDUM OF LEASE (1999B-2)

MEMORANDUM OF LEASE (1999B-2), made and entered into as of September 29, 1999 by and between ALLFIRST FINANCIAL CENTER NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1999B-2) dated as of September 20, 1999, as Lessor (the "Lessor") and BOMBARDIER CAPITAL RAIL INC., a Minnesota corporation, as Lessee (the "Lessee").

WITNESSETH:

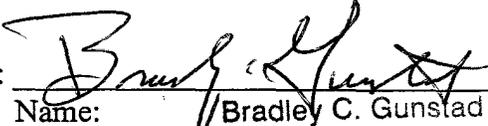
The undersigned have entered into the certain Lease Agreement (1999B-2), dated as of September 20, 1999 (the "Lease"), whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease.

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

ALLFIRST FINANCIAL CENTER
NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee under the Trust Agreement
(1999B-2) dated as of September 20, 1999.

By: _____
Name:
Title:

BOMBARDIER CAPITAL RAIL INC.

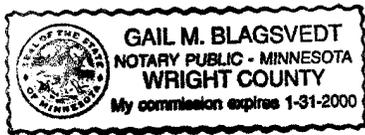
By: 
Name: Bradley C. Gunstad
Title: Vice President & General Counsel

By: 
Name: Jim Robertson
Title: Vice President, Manager

STATE OF MN)
) SS.:
COUNTY OF Hennepin

On this, the 21 day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared Budley Duarted, who being by me duly sworn, says that (s)he is the V.P. - General Counsel of BOMBARDIER CAPITAL RAIL INC., that said instrument was signed on September 21, 1999 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

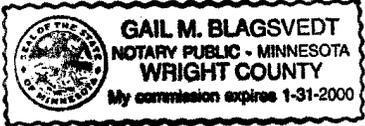


Gail M. Blagsvedt
Name: _____
Notary Public
My Commission Expires: 1-31-2000
Residing in Wright

STATE OF MN)
) SS.:
COUNTY OF Hennepin

On this, the 21 day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared James Robinson, who being by me duly sworn, says that (s)he is the V.P. - General Manager of BOMBARDIER CAPITAL RAIL INC., that said instrument was signed on September 21, 1999 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gail M. Blagsvedt
Name: _____
Notary Public
My Commission Expires: 1-31-2000
Residing in Wright

SCHEDULE OF UNITS DELIVERED

Quantity of Units	Type of Unit	Car Number	Manufacturer
55	Centerbeams	CRLE021050 thru CRLE021089 CRLE020450 thru CRLE020464	Gunderson
25	Centerbeams	CRLE020490 thru CRLE020514	Trenton Gunderson
300	Boxcars	CP 217000 thru CP 217299	Trinity
54	PD Hoppers	NRLX056150 thru NRLX056203	
50	PD Hoppers	NRLX056209 thru NRLX056258	Trinity
22	Covered Hoppers	NRLX058101 thru NRLX058108 NRLX058110 NRLX058113 , NRLX058114 NRLX058116 , NRLX058117 NRLX058120 NRLX058123 NRLX058125 thru NRLX058127 NRLX058129 NRLX058132 NRLX058134 NRLX058136	Trinity
300	Gondolas	CSXT487700 thru CSXT487999	Concarril
11	Covered Hoppers	NRLX062000 NRLX062007 NRLX062011 NRLX062027 NRLX062038 NRLX062044 thru NRLX062049	Trinity
139	Covered Hoppers	NRLX062001 thru NRLX062006 NRLX062008 , NRLX062009 NRLX062010 NRLX062012 thru NRLX062026 NRLX062028 thru NRLX062037 NRLX062039 thru NRLX062043 NRLX062050 thru NRLX062149	Trinity
5	PD Hoppers	NRLX056262 thru NRLX056266	Trinity
100	Boxcars	IBT 019500 thru IBT 019599	Trenton
142	Covered Hoppers	TR 032030 thru TR 032171	Trinity
22	Gondolas	TR 528075 thru TR 528082 TR 528086 thru TR 528099	Gunderson
3	Gondolas	TR 528083 thru TR 528085	Gunderson
1,228			