

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

22436, A, B, C, D

September 29, 1999

RECORDATION NO. 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*

Mr. Vernon A. Williams  
September 29, 1999  
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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

**MEMORANDUM OF INDENTURE SUPPLEMENT (1999B-2) NO. 1**

MEMORANDUM OF INDENTURE SUPPLEMENT (1999B-2) NO. 1, made and entered into 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 Owner Trustee (the "Owner Trustee") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

**WITNESSETH:**

1. The undersigned have entered into that certain Indenture and Security Agreement (1999B-2) (the "Indenture"), dated as of September 20, 1999, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Indenture.

2. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement (1999B-2) No. 1, dated September 29, 1999, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

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.

RECORDATION NO. 22436-C FILED  
SEP 29 '99 10-20AM

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

WILMINGTON TRUST COMPANY, not  
in its individual capacity, but solely as  
Indenture Trustee

By: \_\_\_\_\_  
Name:  
Title:

**MEMORANDUM OF INDENTURE SUPPLEMENT (1999B-2) NO. 1**

MEMORANDUM OF INDENTURE SUPPLEMENT (1999B-2) NO. 1, made and entered into 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 Owner Trustee (the "Owner Trustee") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

**WITNESSETH:**

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2. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

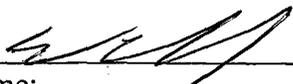
3. The undersigned have entered into that certain Indenture Supplement (1999B-2) No. 1, dated September 29, 1999, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

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:

WILMINGTON TRUST COMPANY, not  
in its individual capacity, but solely as  
Indenture Trustee

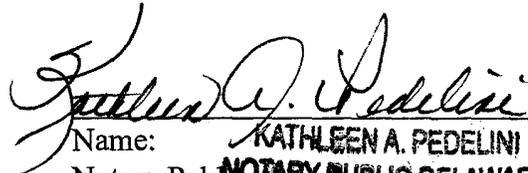
By:   
Name:  
Title: **W. CHRIS SPONENBERG**  
**ASSISTANT VICE PRESIDENT**



STATE OF Delaware  
) SS.:  
COUNTY OF New Castle

On this, the 20<sup>th</sup> day of September, 1999, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Indenture Trustee, that said instrument was signed on September \_\_, 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.

  
Name: KATHLEEN A. PEDELINI  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires Oct. 31, 2002  
Residing in \_\_\_\_\_

## 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
<b>1,228</b>			