

RECORDATION NO. 20726 FILED

JUN 24 '97 9-26 AM

NorRail®, Inc.
Buying, Selling, Leasing
And Management of Railcars

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

June 9, 1997

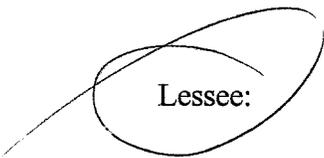
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of a Memorandum of Railcar Lease Agreement dated as of August 5, 1996, a primary document as defined in the Board's Rules for Recordation of Documents.

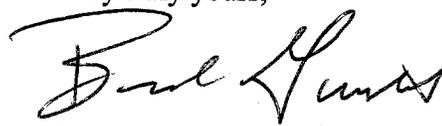
The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313
(612) 557-0215

Lessee:  Cerestar USA, Inc.
141 West Jackson Boulevard, Suite 3900
Chicago, IL 60604

The Memorandum of Railcar Lease Agreement covers 10 5125 Cu. Ft. Pressure Discharge Covered Hopper railcars which are identified in Exhibit A to the Memorandum of Railcar Lease Agreement. We have also enclosed our check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-557-0215.

Very truly yours,



Bradley C. Gunstad

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MEMORANDUM OF RAILCAR LEASE AGREEMENT
JUN 24 9 26 AM '97

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of May 9, 1997 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Cerestar USA, Inc., an Illinois Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Rail Car Lease Agreement No. 1726 dated May 9, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the 10 covered hopper railcars bearing the reporting marks and road numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessee: NORRAIL, INC.
 By: [Signature]
 Its: U.P. SALS
 By: [Signature]
 Its: Vice President

Lessor: CERESTAR USA, INC.
 By: [Signature]
 Its: Mgt. Transportation
 By: _____
 Its: _____

EXHIBIT A

<u>No.</u>	<u>Railcar Mark/Number</u>
1.	<u>NRLX051250</u>
2.	<u>NRLX051251</u>
3.	<u>NRLX051252</u>
4.	<u>NRLX051253</u>
5.	<u>NRLX051254</u>
6.	<u>NRLX051255</u>
7.	<u>NRLX051256</u>
8.	<u>NRLX051257</u>
9.	<u>NRLX051258</u>
10.	<u>NRLX051259</u>

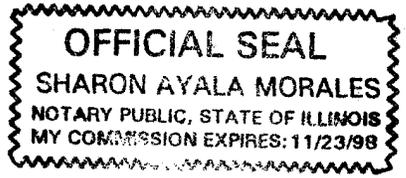
STATE OF ILLINOIS, COUNTY OF Cook, TO WIT:

On this 5 day of June, 1997 before me personally appeared, Robert A. Sieffert and _____, to me personally known, who being by me duly sworn, says that they are the _____ and Mgr. Transportation respectively of Cerestar USA, Inc., an Illinois corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Sharon Ayala Morales
Notary Public

My commission expires 11-23-98

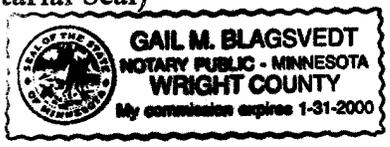


STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 9th day of June, 1997 before me personally appeared, L. Lee Spible and Russell S. Adams, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and Vice President respectively of NorRail, Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Gail M. Blagsvedt
Notary Public



My commission expires: 1-31-2000