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BOMBARDIER
CAPITAL
Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone 1(612) 420-8000
Fax 1(612) 420-8003
http://www.capital.bombardier.com

November 21, 1999

Surface Transportation Board
Recording Department
1925 K. Street NW, Suite 700
Washington, D.C. 20423

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of May 27,1999, 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: Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311
Phone: 612-416-7205

Lessee: Union Pacific Railroad Company
1416 Dodge Street, Room 200
Omaha, NE 68179
Phone: 402-271-3818

The enclosed Memorandum of Railcar Lease Agreement covers the two hundred (200) 50' Plate F Boxcars bearing reporting marks and numbers identified on Exhibit A attached hereto.

Enclosed is our check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) 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 612-416-7205.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

FORMS/STB.1737-7

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REC'D MAY 28 1999

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of May 27, 1999 by and between Bombardier Capital Rail Inc. (formerly called NorRail, Inc.), a Minnesota Corporation ("Lessor") and Union Pacific Railroad Company, a Nebraska 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 Railcar Service and Lease Agreement No. 1737 dated October 31, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 007 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the two hundred (200) New Gunderson built 50' Plate F Boxcars equipped with 12' wide Plug Doors bearing the reporting marks and numbers indicated on Exhibit A hereto, all 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: **Bombardier Capital Rail Inc.**

By: L. L. Struble

Its: L. Lee Struble
Vice President-Sales

By: Brad Gunstad

Its: Bradley O. Gunstad
Vice President & General Counsel

Lessor: **Union Pacific Railroad Company**

By: [illegible]

Its: VICE PRESIDENT - SUPPLY

FSL1737-7(5/14/99)

200 Boxcars Assigned to Union Pacific

#	Current Mark and Car Number	New Mark and Car Number
1	TR 405000	CHTT 405000
2	TR 405001	CHTT 405001
3	TR 405002	CHTT 405002
4	TR 405003	CHTT 405003
5	TR 405004	CHTT 405004
6	TR 405005	CHTT 405005
7	TR 405006	CHTT 405006
8	TR 405007	CHTT 405007
9	TR 405008	CHTT 405008
10	TR 405009	CHTT 405009
11	TR 405010	CHTT 405010
12	TR 405011	CHTT 405011
13	TR 405012	CHTT 405012
14	TR 405013	CHTT 405013
15	TR 405014	CHTT 405014
16	TR 405015	CHTT 405015
17	TR 405016	CHTT 405016
18	TR 405017	CHTT 405017
19	TR 405018	CHTT 405018
20	TR 405019	CHTT 405019
21	TR 405020	CHTT 405020
22	TR 405021	CHTT 405021
23	TR 405022	CHTT 405022
24	TR 405023	CHTT 405023
25	TR 405024	CHTT 405024
26	TR 405025	CHTT 405025
27	TR 405026	CHTT 405026
28	TR 405027	CHTT 405027
29	TR 405028	CHTT 405028
30	TR 405029	CHTT 405029
31	TR 405030	CHTT 405030
32	TR 405031	CHTT 405031
33	TR 405032	CHTT 405032
34	TR 405033	CHTT 405033
35	TR 405034	CHTT 405034

200 Boxcars Assigned to Union Pacific

#	Current Mark and Car Number	New Mark and Car Number
36	TR 405035	CHTT 405035
37	TR 405036	CHTT 405036
38	TR 405037	CHTT 405037
39	TR 405038	CHTT 405038
40	TR 405039	CHTT 405039
41	TR 405040	CHTT 405040
42	TR 405041	CHTT 405041
43	TR 405042	CHTT 405042
44	TR 405043	CHTT 405043
45	TR 405044	CHTT 405044
46	TR 405045	CHTT 405045
47	TR 405046	CHTT 405046
48	TR 405047	CHTT 405047
49	TR 405048	CHTT 405048
50	TR 405049	CHTT 405049
51	TR 405050	CHTT 405050
52	TR 405051	CHTT 405051
53	TR 405052	CHTT 405052
54	TR 405053	CHTT 405053
55	TR 405054	CHTT 405054
56	TR 405055	CHTT 405055
57	TR 405056	CHTT 405056
58	TR 405057	CHTT 405057
59	TR 405058	CHTT 405058
60	TR 405059	CHTT 405059
61	TR 405060	CHTT 405060
62	TR 405061	CHTT 405061
63	TR 405062	CHTT 405062
64	TR 405063	CHTT 405063
65	TR 405064	CHTT 405064
66	TR 405065	CHTT 405065
67	TR 405066	CHTT 405066
68	TR 405067	CHTT 405067
69	TR 405068	CHTT 405068
70	TR 405069	CHTT 405069

200 Boxcars Assigned to Union Pacific

#	Current Mark and Car Number	New Mark and Car Number
71	TR 405070	CHTT 405070
72	TR 405071	CHTT 405071
73	TR 405072	CHTT 405072
74	TR 405073	CHTT 405073
75	TR 405074	CHTT 405074
76	TR 405075	CHTT 405075
77	TR 405076	CHTT 405076
78	TR 405077	CHTT 405077
79	TR 405078	CHTT 405078
80	TR 405079	CHTT 405079
81	TR 405080	CHTT 405080
82	TR 405081	CHTT 405081
83	TR 405082	CHTT 405082
84	TR 405083	CHTT 405083
85	TR 405084	CHTT 405084
86	TR 405085	CHTT 405085
87	TR 405086	CHTT 405086
88	TR 405087	CHTT 405087
89	TR 405088	CHTT 405088
90	TR 405089	CHTT 405089
91	TR 405090	CHTT 405090
92	TR 405091	CHTT 405091
93	TR 405092	CHTT 405092
94	TR 405093	CHTT 405093
95	TR 405094	CHTT 405094
96	TR 405095	CHTT 405095
97	TR 405096	CHTT 405096
98	TR 405097	CHTT 405097
99	TR 405098	CHTT 405098
100	TR 405099	CHTT 405099
101	TR 405100	CHTT 405100
102	TR 405101	CHTT 405101
103	TR 405102	CHTT 405102
104	TR 405103	CHTT 405103
105	TR 405104	CHTT 405104

200 Boxcars Assigned to Union Pacific

#	Current Mark and Car Number	New Mark and Car Number
106	TR 405105	CHTT 405105
107	TR 405106	CHTT 405106
108	TR 405107	CHTT 405107
109	TR 405108	CHTT 405108
110	TR 405109	CHTT 405109
111	TR 405110	CHTT 405110
112	TR 405111	CHTT 405111
113	TR 405112	CHTT 405112
114	TR 405113	CHTT 405113
115	TR 405114	CHTT 405114
116	TR 405115	CHTT 405115
117	TR 405116	CHTT 405116
118	TR 405117	CHTT 405117
119	TR 405118	CHTT 405118
120	TR 405119	CHTT 405119
121	TR 405120	CHTT 405120
122	TR 405121	CHTT 405121
123	TR 405122	CHTT 405122
124	TR 405123	CHTT 405123
125	TR 405124	CHTT 405124
126	TR 405125	CHTT 405125
127	TR 405126	CHTT 405126
128	TR 405127	CHTT 405127
129	TR 405128	CHTT 405128
130	TR 405129	CHTT 405129
131	TR 405130	CHTT 405130
132	TR 405131	CHTT 405131
133	TR 405132	CHTT 405132
134	TR 405133	CHTT 405133
135	TR 405134	CHTT 405134
136	TR 405135	CHTT 405135
137	TR 405136	CHTT 405136
138	TR 405137	CHTT 405137
139	TR 405138	CHTT 405138
140	TR 405139	CHTT 405139

200 Boxcars Assigned to Union Pacific

#	Current Mark and Car Number	New Mark and Car Number
141	TR 405140	CHTT 405140
142	TR 405141	CHTT 405141
143	TR 405142	CHTT 405142
144	TR 405143	CHTT 405143
145	TR 405144	CHTT 405144
146	TR 405145	CHTT 405145
147	TR 405146	CHTT 405146
148	TR 405147	CHTT 405147
149	TR 405148	CHTT 405148
150	TR 405149	CHTT 405149
151	TR 405150	CHTT 405150
152	TR 405151	CHTT 405151
153	TR 405152	CHTT 405152
154	TR 405153	CHTT 405153
155	TR 405154	CHTT 405154
156	TR 405155	CHTT 405155
157	TR 405156	CHTT 405156
158	TR 405157	CHTT 405157
159	TR 405158	CHTT 405158
160	TR 405159	CHTT 405159
161	TR 405160	CHTT 405160
162	TR 405161	CHTT 405161
163	TR 405162	CHTT 405162
164	TR 405163	CHTT 405163
165	TR 405164	CHTT 405164
166	TR 405165	CHTT 405165
167	TR 405166	CHTT 405166
168	TR 405167	CHTT 405167
169	TR 405168	CHTT 405168
170	TR 405169	CHTT 405169
171	TR 405170	CHTT 405170
172	TR 405171	CHTT 405171
173	TR 405172	CHTT 405172
174	TR 405173	CHTT 405173
175	CRLE017074	CHTT 405174

200 Boxcars Assigned to Union Pacific

#	Current Mark and Car Number	New Mark and Car Number
176	CRLE017075	CHTT 405175
177	CRLE017076	CHTT 405176
178	CRLE017077	CHTT 405177
179	CRLE017078	CHTT 405178
180	CRLE017079	CHTT 405179
181	CRLE017080	CHTT 405180
182	CRLE017081	CHTT 405181
183	CRLE017082	CHTT 405182
184	CRLE017083	CHTT 405183
185	CRLE017084	CHTT 405184
186	CRLE017085	CHTT 405185
187	CRLE017086	CHTT 405186
188	CRLE017087	CHTT 405187
189	CRLE017088	CHTT 405188
190	CRLE017089	CHTT 405189
191	CRLE017090	CHTT 405190
192	CRLE017091	CHTT 405191
193	CRLE017092	CHTT 405192
194	CRLE017093	CHTT 405193
195	CRLE017094	CHTT 405194
196	CRLE017095	CHTT 405195
197	CRLE017096	CHTT 405196
198	CRLE017097	CHTT 405197
199	CRLE017098	CHTT 405198
200	CRLE017099	CHTT 405199

REC'D MAY 28 1999

STATE OF NEBRASKA, COUNTY OF DOUGLAS TO WIT:

On this 27th day of May, 1999 before me personally appeared, Michael J. Cronin ~~and~~ _____, to me personally known, who being by me duly sworn, says that ~~they are~~ he is the Vice President-Supply ~~and~~ _____, respectively of Union Pacific Railroad Company, a Nebraska Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and ~~they~~ he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal) GENERAL NOTARY-State of Nebraska SHERYL L ALVEY My Comm. Exp. Oct. 28, 2002

Sheryl L. Alvey
Notary Public

My commission expires: 10/28/2002

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 28th day of May, 1999 before me personally appeared, L. Lee Struble and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales and the Vice President & General Counsel, respectively of Bombardier Capital Rail 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.

(Seal) GAIL M. BLAGSVEDT NOTARY PUBLIC - MINNESOTA WRIGHT COUNTY My commission expires 1-31-2000

Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

FSL1737-7(5/14/99)