

RECORDATION NO. 22359 FILED

AUG 26 '99

12- - PM



**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>

August 23, 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 June 30, 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: FMC Corporation
1735 Market Street
Philadelphia, PA 191037
Phone: 215-299-6451

The enclosed Memorandum of Railcar Lease Agreement covers the ten (10) 5650 Cu. Ft. PD Covered Hopper Railcars bearing reporting marks and numbers NRLX056295, NRLX056296, NRLX056298, NRLX056302, NRLX056312, NRLX056313, NRLX056314, NRLX056320, NRLX056328, and NRLX056329.

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 two (2) stamped copies 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

REC'D JUN 2 8 1999

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of June 30, 1999, by and between Bombardier Capital Rail Inc., formerly known as NorRail, Inc., a Minnesota Corporation ("Lessor") and FMC Corporation, a Pennsylvania 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 Master Railcar Net Lease Agreement No. 0351771 dated July 1, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 002 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the ten (10) 5650 Cu. Ft. PD Covered Hopper railcars bearing the reporting marks and numbers NRLX056295, NRLX056296, NRLX056298, NRLX056302, NRLX056312, NRLX056313, NRLX056314, NRLX056320, NRLX056328, NRLX056329 inclusive, 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.

LESSOR: Bombardier Capital Rail Inc.

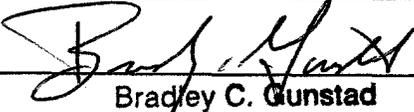
LESSEE: FMC Corporation

By: 

By: 

Its: L. Lee Struble
Vice President-Sales

Its: RAN SVC + ASSET MGR

By: 

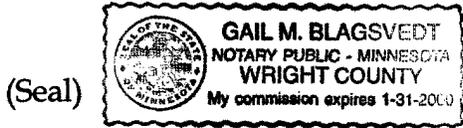
By: _____

Its: Bradley C. Gunstad
Vice President & General Counsel

Its: _____

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30th day of June, 1999 before me personally appeared Bradley C. Gunstad and L. Lee Struble to me personally known, who being by me duly sworn, says that they are the Vice President and General Counsel and Vice President, Sales, 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.

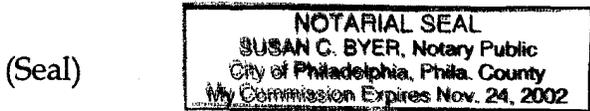


Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

STATE OF PENNSYLVANIA, COUNTY OF PHILADELPHIA TO WIT:

On this 30th day of June, 1999 before me personally appeared, Brian E. Mann and _____, to me personally known, who being by me duly sworn, says that they are the RAILSVC EAST & ME and _____, respectively of FMC Corporation, a Pennsylvania 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.



Susan C. Byer
Notary Public

My commission expires: Nov. 24, 2002