

RECORDATION NO. 24438 FILED

MAY 07 03 8-44 AM

SURFACE TRANSPORTATION BOARD

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

May 5, 2003

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

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 Railcar Lease Agreement, dated as of April 19, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Bombardier Capital Rail, Inc. 12735 Gran Bay Parkway West Suite #1000 Jacksonville, Florida 32258
Lessee:	Napuck Salvage of Waupaca, LLC 680 Tullar Road Neenah, Wisconsin 54956

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

14 gondola cars within the series NRLX 527282 - NRLX 527443 as more specifically set forth on the exhibit attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of April 19, 2002 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Napuck Salvage of Waupaca, LLC**, a Wisconsin 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. 0351990 dated April 19, 2002 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 001 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the fourteen (14) 52' 6" Mill Gondola bearing the reporting mark and numbers indicated on Exhibit A attached 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.

**LESSOR: Bombardier Capital Rail Inc.**

**LESSEE: Napuck Salvage of Waupaca, LLC**

By: J. C. O'Neill  
Its: Jean C. O'Neill  
**Assistant Secretary**  
By: [Signature]  
Its: VP

By: [Signature]  
Its: Member  
By: \_\_\_\_\_  
Its: \_\_\_\_\_

REGISTRATION NO. 24438 FILED  
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**EXHIBIT A**  
**To**  
**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

<b>EQUIP NUMBER</b>
1. NRLX527282
2. NRLX527306
3. NRLX527311
4. NRLX527317
5. NRLX527318
6. NRLX527319
7. NRLX527320
8. NRLX527372
9. NRLX527373
10. NRLX527381
11. NRLX527420
12. NRLX527427
13. NRLX527438
14. NRLX527443

STATE OF Wisconsin, COUNTY OF Winnebago TO WIT:

On this 10 day of April, 2002 before me personally appeared, Peter J. Schuch and X/A, to me personally known, who being by me duly sworn, says that they are the Member and X/A, respectively of **Napuck Salvage of Waupaca, LLC**, a 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)

Peter J. Schuch  
Gean M. Groleau  
Notary Public  
My commission expires: 3-28-2004

STATE OF VERMONT, COUNTY OF CHITTENDEN TO WIT:

On this 19 day of April, 2002 before me personally appeared, Jean O'Neill and John C. Lanz, to me personally known, who being by me duly sworn, says that they are the Asst. Secy. and the VP, 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)

Myra K. Gentry  
Notary Public  
My commission expires: 2/10/03