

REGISTRATION NO. 23585-A

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MAY 07 '03 10:42 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

May 6, 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 August 31, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement which was previously filed with the Board under Recordation Number 23585.

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: Mineral Resource Technologies, Inc.
120 Interstate North Parkway East
Atlanta, Georgia 30339

Mr. Vernon A. Williams
May 5, 2003
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A description of the railroad equipment covered by the enclosed document is:

106 railcars: NRLX 032500 – NRLX 032605.

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 August 31, 2002 by and between **Bombardier Capital Rail Inc.** (formerly known as NorRail, Inc.), a Minnesota corporation ("Lessor") and **Mineral Resource Technologies, L.L.C.**, a ~~Georgia limited liability company~~ *Delaware 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 be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Operating Lease Agreement No. 1720 dated April 1, 1997 (the "Master Lease") between Lessor and Lessee.
2. Pursuant to Schedule No. 003 (the "Schedule") to the Master Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor, the one hundred six (106) railcars bearing the reporting marks and numbers indicated on Exhibit A attached hereto, all as more particularly described in the Lease.
3. The Schedule 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.,
a Minnesota corporation

By: [Signature]
Print Name: Michael C. Hur
Title: Vice President, Fleet Operations

And by: [Signature]
Print Name: RICHARD S. MITCHELL
Title: VICE PRESIDENT & GENERAL MANAGER

LESSEE:

MINERAL RESOURCE TECHNOLOGIES, L.L.C., Inc
a ~~Georgia limited liability company~~ *Delaware Corporation*

By: [Signature]
Print Name: William Gates
Title: Director Acq. & M&A

And by: [Signature]
Print Name: David P. Shannonhouse
Title: President

REGISTRATION NO. 23585-A **FILED**
MAY 07 '03 10:42 AM
STATE OF MICHIGAN DEPARTMENT OF TRANSPORTATION BOARD

EXHIBIT A

| EQUIP NUMBER | |
|---------------------|------------|
| 1. | NRLX032500 |
| 2. | NRLX032501 |
| 3. | NRLX032502 |
| 4. | NRLX032503 |
| 5. | NRLX032504 |
| 6. | NRLX032505 |
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| 98. | NRLX032597 |
| 99. | NRLX032598 |
| 100. | NRLX032599 |
| 101. | NRLX032600 |
| 102. | NRLX032601 |
| 103. | NRLX032602 |
| 104. | NRLX032603 |
| 105. | NRLX032604 |
| 106. | NRLX032605 |

STATE OF GEORGIA

COUNTY OF CHEROKEE

Delaware Corporation

On this 17th day of September, 2002 before me personally appeared William Gately, and Hugh P. Shambaugh, to me personally known, who being by me duly sworn, say they are the Director of Prod & Admin and the President, respectively of Mineral Resource Technologies, L.L.C., a ~~Georgia limited liability company~~, that said instrument was signed on behalf of said company 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 company.

(Seal)



Notary Public Lee Ann Post

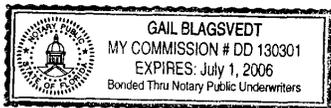
My commission expires: March 7, 2005

STATE OF FLORIDA

COUNTY OF DUVAL

On this 8 day of Oct, 2002 before me personally appeared Michael C. Hurt, and Richard S. Mitchell to me personally known, who being by me duly sworn, say they are the V.P. - Port Operations and the Vice President, General Mgr., respectively of Bombardier Capital Rail Inc., a Minnesota corporation, that said instrument was signed on behalf of said company 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)



Notary Public Gail M. Blagsvedt

My commission expires: 7-1-06

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/6/03



Robert W. Alvord