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REGISTRATION NO. 23589-A FILED

MAY 07 '03 10:57 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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 January 23, 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 23589.

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:	Norfolk Southern Railway Company 110 Franklin Road Roanoke, VA 24042-0072

Mr. Vernon A. Williams
May 5, 2003
Page 2

A description of the railroad equipment covered by the enclosed document
is:

200 gondola cars: NS 201200 – NS 201399.

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

REGISTRATION NO. 23589-A FILED

MEMORANDUM OF RAILCAR LEASE AGREEMENT

MAY 07 '03 11:57 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of July 23, 2002 by and between **Bombardier Capital Rail Inc.**, a Minnesota corporation ("Lessor") and **Norfolk Southern Railway Company**, a Virginia 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 made pursuant to the Lease, which schedules shall be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Net Lease Agreement No. 1793 dated May 6, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 009 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the two hundred (200 Mill Gondola Railcars) bearing the reporting mark and 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.

LESSOR: **Bombardier Capital Rail Inc.**

LESSEE: **Norfolk Southern Railway Company**

By: 
Print Name: Michael C. Hurt
Vice President, Fleet Operations
Title: _____

By:  7/23/02
Print Name: J. D. Hilger
Title: Manager Purchasing

By: 
Print Name: Rick Mitchell
Title: VPGM

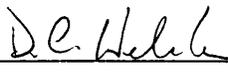
By: 
Print Name: D. E. Wheeler
Title: MGR - SERVICES CONTRACT

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

NS 201200 - NS 201399

STATE OF VIRGINIA

COUNTY OF ROANOKE

On this 23 day of July, 2002 before me personally appeared,
J. D. HILGER and D. C. HELSLEY, to me personally known,
who being by me duly sworn, says that they are the MGR Purchasing and
MGR Service Contracts, respectively of Norfolk Southern Railway
Company, a VIRGINIA 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)

E. L. Barnett

Notary Public

My commission expires: 1-31-03

STATE OF FLORIDA
COUNTY OF DUVAL

On this 16th day of August, 2002 before me personally appeared, Michael C. Hart and
Rick Mitchell, to me personally known, who being by me duly sworn, says that they are the
VP - Fleet Ops and VP - General Mgr., 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 Blagsvedt

Notary Public

My commission expires: 7/1/2006



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