

RECORDATION NO. 23231 FILED



NOV 17 '00 10-53 AM
Ts
SURFACE TRANSPORTATION BOARD



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone (763) 420-8000
Fax (763) 420-8003
<http://www.capital.bombardier.com>

November 15, 2000

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 20, 2000, 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: 763-416-7207

Lessee: Consolidated Technologies, Inc.
1717 Swede Road, Suite 109
Blue Bell, PA 19422
Phone: 610-278-9678

The enclosed Memorandum of Railcar Lease Agreement covers the two hundred fifty (250) 1998 built 52' 6" Mill Gondola Railcars bearing reporting mark and numbers identified on Exhibit A attached hereto.

A short summary of the document to appear in the index is as follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor and Consolidated Technologies, Inc. as Lessee covering two hundred fifty (250) 52' 6" Mill Gondola Railcars. The Railcars are marked with the reporting mark 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 763-416-7207.

Very truly yours,


Gail M. Blagsvedt
Contract Administrator
Enclosures

NOV 17 '00 10-53 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of June 20, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Consolidated Technologies Inc.** 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 Railcar Service and Lease Agreement No. 0351891 dated June 20, 2000 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 ~~one hundred seventy five (175)~~ ^{of two hundred fifty (250)} railcars bearing the reporting marks 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: **Consolidated Technologies Inc.**

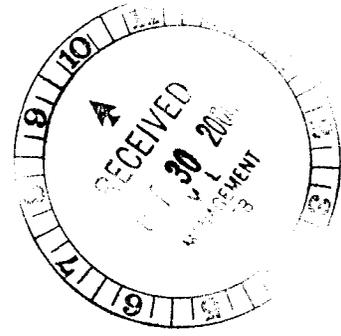
By: *Bradley C. Gunstad*
Its: **Vice President & General Counsel**

By: *[Signature]*
Its: **President**

By: *Russell Adams*
Its: **Vice President, Acquisitions and Strategic Planning**

By: _____
Its: _____

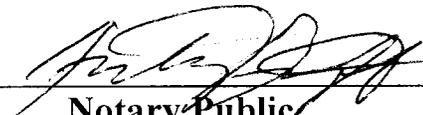
[Handwritten initials/signatures]
6/15/00
KAA



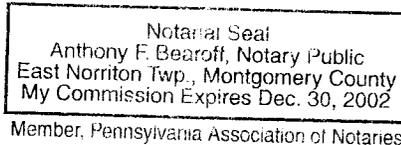
STATE OF PA, COUNTY OF Montgomery TO WIT:

On this 20 day of June, 2000 before me personally appeared, Steven C. Sadows and _____, to me personally known, who being by me duly sworn, says that they are the President and _____, respectively of Consolidated Technologies Inc., 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.

(Seal)



Notary Public
My commission expires: _____



STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 27 day of June, 2000 before me personally appeared, _____, Bradley C. Dunstad and Russell S. Adams, to me personally known, who being by me duly sworn, says that they are the V.P. & General Counsel and V.P. Acquisitions & Planning 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)



Notary Public
My commission expires: 1-31-2005



EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP	ON RENT
TR 527113	8/7/00
TR 527118	7/31/00
TR 527123	8/1/00
TR 527128	7/21/00
TR 527163	7/31/00
TR 527188	8/10/00
TR 527193	8/1/00
TR 527203	7/20/00
TR 527208	7/25/00
TR 527213	7/19/00
TR 527232	7/18/00
TR 527183	7/31/00
TR 527237	7/25/00
TR 527251	8/7/00
TR 527256	7/21/00
TR 527271	7/18/00
TR 527276	7/21/00
TR 527143	8/7/00
TR 527281	7/20/00
TR 527286	7/21/00
TR 527296	7/25/00
TR 527266	7/25/00
TR 527326	9/6/00
TR 527331	7/21/00
TR 527341	7/19/00
TR 527361	8/1/00
TR 527376	9/6/00
TR 527386	7/28/00
TR 527336	7/20/00
TR 527416	9/6/00
TR 527421	8/19/00
TR 527426	7/18/00
TR 527436	7/20/00
TR 527441	7/18/00
TR 527223	8/3/00
TR 527321	7/21/00
TR 527291	8/19/00
TR 527411	8/1/00
TR 527446	7/19/00
TR 527431	7/21/00
TR 527406	8/1/00
TR 527885	7/18/00
TR 527988	8/4/00
TR 527077	9/13/00
TR 528072	7/18/00
TR 527842	8/4/00

TR 527082	8/30/00
TR 527950	8/4/00
TR 527109	7/28/00
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TR 527159	7/19/00
TR 527164	7/28/00
TR 527174	8/7/00
TR 527189	7/18/00
TR 527124	7/31/00
TR 527228	7/31/00
TR 527243	8/11/00
TR 527199	7/20/00
TR 527262	8/3/00
TR 527204	7/19/00
TR 527292	8/21/00
TR 527297	8/11/00
TR 527302	7/28/00
TR 527312	7/28/00
TR 527327	7/28/00
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TR 527392	7/25/00
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TR 527437	7/19/00
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TR 527179	8/8/00
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TR 527337	7/21/00
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TR 527307	7/21/00
TR 527442	7/18/00
TR 528041	7/31/00
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TR 527893	7/18/00
TR 527078	8/30/00

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TR 527224	7/31/00
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TR 527820	7/18/00
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TR 527090	9/13/00

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TR 527349	8/3/00

TR 527249	8/3/00
TR 527304	7/20/00
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TR 527235	7/31/00
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TR 527096	8/30/00
TR 527996	7/18/00
TR 528071	7/31/00
TR 527815	8/4/00
TR 527818	8/8/00



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