

RECORDATION NO. 23268 FILED

DEC 21 '00 2-58 PM  
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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

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

December 20, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423-1

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 December 20, 2000, 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.  
6900 Wedgewood Road  
Maple Grove, MN 55311

Lessee: The Burlington Northern and Santa Fe  
Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

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

107 railcars BNSF 760660 - BNSF 760766

Mr. Vernon A. Williams  
December 20, 2000  
Page Two

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

Memorandum of Lease Agreement between Bombardier Capital Rail Inc., Lessor, and The Burlington Northern and Santa Fe Railway Company, Lessee, covering 107 railcars BNSF 760660 - BNSF 760766.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing 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**

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SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 20, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **The Burlington Northern and Santa Fe Railway Company**, a Texas Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease to Lessor, various railcars pursuant to one or more Schedules to the Lease to be entered into between Lessor and Lessee from time to time, all as more particularly described in that certain Lease Agreement No. 0351921 dated December 20, 2000 between Lessor and Lessee referred to as the "Lease").

STB  
COPY

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 seven (107) railcars bearing the reporting mark and numbers BNSF760660 through BNSF760766, 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 terms of the Lease, as provided therein.

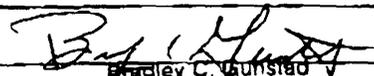
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: **Bombardier Capital Rail Inc.**

LESSEE: **The Burlington Northern and Santa Fe Railway Company**

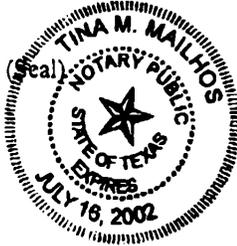
By:   
Jim Robertson  
Its: Vice President & General Manager

By:   
Craig N. Smetko  
Its: Assistant Secretary

By:   
Bradley C. Launstad  
Its: Vice President & General Counsel

STATE OF Texas, COUNTY OF Tarrant TO WIT:

On this 21 day of December, 2000 before me personally appeared, Craig N. Smetko, to me personally known, who being by me duly sworn, says that ~~he~~ she is the Assistant Secretary, respectively of Burlington Northern and Santa Fe Railway Company, a Texas 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.

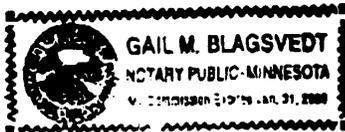


Tina M. Mailhos  
Notary Public  
My commission expires: 7-16-02

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 18 day of December, 2000 before me personally appeared, Jim Robertson and Bradley C. Gunstad, to me personally known, who being by me duly sworn, say that they are the Vice President & General Manager, and Vice President & General Counsel, 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 M. Blagsvedt  
Notary Public  
My commission expires: 1-31-2005

**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 Memorandum of Railcar Lease Agreement with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/00

  
\_\_\_\_\_  
Robert W. Alvord