

RECORDATION NO. 23447 FILED

APR 03 '01 10-48 AM

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>

March 16, 2001

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 February 16, 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: Crown Pacific Partners, LP
121 Southwest Morrison Street
Portland, OR 97204
Phone: 503-274-7100

The enclosed Memorandum of Railcar Lease Agreement covers the fifty (50) Centerbeam Flatcar Railcars bearing reporting mark and numbers identified on Exhibit A attached hereto. A short summary of the document to appear in the index follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor, and Crown Pacific Partners, LP, as Lessee covering fifty (50) Centerbeam Flatcar Railcars. The Railcars are marked with the TR reporting mark and numbered as indicated on Exhibit A to the Memorandum 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
Gail M. Blagsvedt
Contract Administrator
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of February 16, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Crown Pacific Partners, L.P.**, an Oregon 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. 0351880 dated February 16, 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 ~~forty (40)~~ forty (40) 73' Centerbeam 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: Crown Pacific Partners, L.P.

By: 

By: 

Its: **L. Lee Struble**
Vice President Sales

Its: _____

By: 

By: _____

Its: **Bradley O. Gunstad**
Vice President & General Counsel

Its: _____

**Exhibit A to Memorandum of Railcar Lease Agreement
To Railcar Service and Lease Agreement No. 0351880, Schedule No. 001**

EQUIP NUMBER	
1.	TR 273881
2.	TR 273882
3.	TR 273885
4.	TR 273890
5.	TR 273895
6.	TR 273896
7.	TR 273904
8.	TR 273912
9.	TR 273916
10.	TR 273918
11.	TR 273922
12.	TR 273925
13.	TR 273933
14.	TR 273934
15.	TR 273939
16.	TR 273941
17.	TR 273951
18.	TR 273955
19.	TR 273956
20.	TR 273960
21.	TR 273961
22.	TR 273971
23.	TR 273984
24.	TR 273989
25.	TR 273990

26.	TR 273993
27.	TR 274004
28.	TR 274011
29.	TR 274020
30.	TR 274035
31.	TR 274040
32.	TR 274045
33.	TR 274053
34.	TR 274062
35.	TR 274075
36.	TR 274076
37.	TR 274086
38.	TR 274090
39.	TR 274099
40.	TR 274102
41.	TR 274105
42.	TR 274111
43.	TR 274112
44.	TR 274114
45.	TR 274116
46.	TR 274117
47.	TR 274120
48.	TR 274124
49.	TR 274128
50.	TR 274157

STATE OF Oregon, COUNTY OF Multnomah TO WIT:

On this 14th day of February, 2000 before me personally appeared, Kyle Krage and _____, to me personally known, who being by me duly sworn, says that they are the Secretary and _____, respectively of Crown Pacific Partners, L.P., 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)

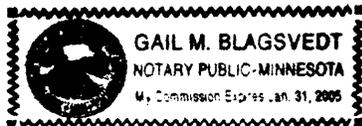


Kari Skyles
Notary Public
My commission expires: April 2002

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 16 day of February, 2000 before me personally appeared, L. Lee Struble and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales 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