



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
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<http://www.capital.bombardier.com>



July 23, 2001

Surface Transportation Board
Recordation of Railroad Equipment
1925 K. Street NW, Suite 704
Washington, D.C. 20423-0001

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 August 06, 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: Mineral Resource Technologies LLC
120 Interstate North Parkway East
Atlanta, GA 30339
770-989-0089

The enclosed Memorandum of Railcar Lease Agreement covers the twenty-five (25) 3281 Cu Ft Covered Hopper 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 Mineral Resource Technologies LLC, as Lessee covering twenty-five (25) 3281 Cu Ft Covered Hopper Railcars. The Railcars are marked with the NRLX 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/kb
Gail M. Blagsvedt
Contract Administrator
Enclosures

RECORDATION NO. 23585 FILED

AUG 2 '01 3-15 PM
TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 6, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Mineral Resource Technologies, L.L.C.**, a _____ 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. 0351720 dated April 1, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").

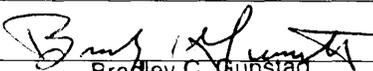
2. Pursuant to Schedule No. 002 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the twenty-five (25) railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

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.

By: 
Its: L. Lee Struble
Vice President-Sales

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

LESSEE: Mineral Resource Technologies, L.L.C.

By: 
Its: President

By: _____
Its: _____

RECORDATION NO. 23585 FILED

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SURFACE TRANSPORTATION BOARD

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

Railcar
Mark/Number

1. NRLX032132
2. NRLX034134
3. NRLX034143
4. NRLX034145
5. NRLX034146
6. NRLX034209
7. NRLX034210
8. NRLX034211
9. NRLX034213
10. NRLX034215
11. NRLX034216
12. NRLX034217
13. NRLX034218
14. NRLX034219
15. NRLX034221
16. NRLX034222
17. NRLX034223
18. NRLX034224
19. NRLX034225
20. NRLX034226
21. NRLX034230
22. NRLX034231
23. NRLX034232
24. NRLX034234
25. NRLX034235

STATE OF Georgia, COUNTY OF Cherokee TO WIT:

On this 17th day of August, 2000 before me personally appeared Hugh Wrenhouse, and _____, to me personally known, who being by me duly sworn, says that they are the _____ and _____, respectively of Mineral Resource Technologies, L.L.C., 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)

Notary Public [Signature]

My commission expires: [Signature]
Notary Public, Cherokee County, Georgia
My Commission Expires February 23, 2004

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 10 day of August, 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)

Notary Public [Signature]

My commission expires: 1-31-2005

