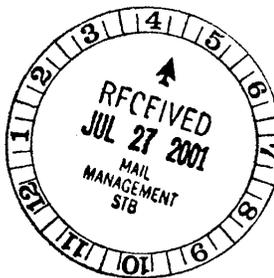




**BOMBARDIER
CAPITAL**

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>



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 October 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: Nova Borealis Compounds LLC
176 Thomas Road
Port Murray, NJ 07865
Phone: 908-850-6225

The enclosed Memorandum of Railcar Lease Agreement covers the four (4) 5250 Cu Ft Covered Hopper Railcars bearing reporting mark and numbers identified on the Memorandum 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 Nova Borealis Compounds LLC, as Lessee covering four (4) 5250 Cu Ft Covered Hopper Railcars. The Railcars are marked with the NRLX reporting mark and numbered as indicated on 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. 23588 FILED

AUG 2 '01 3-97 PM
TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

Done 10/6/00 LLS
THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 6, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Nova-Borealis Compounds LLC**, a Delaware 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. 0351843 dated August 31, 1999 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 003 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the four (4) Railcars bearing the reporting mark and numbers NRLX052501, NRLX052504, NRLX052508, and NRLX052509, 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: **Nova-Borealis Compounds LLC**

By: *L. Lee Struble*

By: *Joseph Gormier 10/6/00*

Its: L. Lee Struble
Vice President-Sales

Its: Controller

By: *Bradley C. Gunstad*

By: *Richard H. Handwerk*

Its: Bradley C. Gunstad
Vice President & General Counsel

Its: V.P. Manufacturing 10/6/00

RECORDATION NO. 23588 (10)

AUG 2 '01 3-87 PM

SURFACE TRANSPORTATION BOARD

STATE OF New Jersey, COUNTY OF WARREN TO WIT:

On this 6 day of ~~September~~ ^{October}, 2000 before me personally appeared, Joseph Giannone and Richard Handwerk, to me personally known, who being by me duly sworn, says that they are the Controller and Vice - Pres, respectively of **Nova-Borealis Compounds LLC**, a Delaware 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)

Kathleen A. Chiarella
Notary Public
My commission expires:

KATHLEEN A. CHIARELLA
Notary Public of New Jersey
My Commission Expires April 8, 2002

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 10 day of ~~September~~ ^{October}, 2000 before me personally appeared, Bradley C. Gunstad and L. Lee Struble to me personally known, who being by me duly sworn, says that they are the Vice President & General Counsel and Vice President, Sales 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

