



**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 two (2) originals of Memorandum of Railcar Lease Agreement dated as of December 05, 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: Norfolk Southern
110 Franklin Road, S.E.
Roanoke, VA 24042-0072
Phone: 540-981-3885

The enclosed Memorandum of Railcar Lease Agreement covers the sixty (60) 5650 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 Norfolk Southern, as Lessee covering sixty (60) 5650 Cu Ft Covered Hopper Railcars. The Railcars are marked with the NS 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. 23589 FILED

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SURFACE TRANSPORTATION BOARD

LMS 879-01

MEMORANDUM OF RAILCAR LEASE AGREEMENT

December THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~October~~ *5*, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Norfolk Southern Railway Company**, a VA 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. 0351793 dated May 6, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 007 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the sixty (60) railcars bearing the reporting marks and numbers NS 292063 through NS 292122, 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 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: Norfolk Southern
Railway Company**

By: *L. Lee Struble*

By: *A. M. Ruzor*

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

Its: **MANAGER - PURCHASING - CAR**

By: *Bradley C. Gunstad*

By: _____

Its: **Vice President & General Counsel**

Its: _____

RECORDATION NO. 23589 FILED

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SURFACE TRANSPORTATION BOARD

STATE OF Virginia, ^{CITY} COUNTY OF Roanoke TO WIT:

On this 5th day of ~~October~~ ^{DECEMBER}, 2000 before me personally appeared, S.M. Reynolds ~~and~~, to me personally known, who being by me duly sworn, says that they are the MANAGER Purchasing ~~and~~, respectively of Norfolk Southern Railway Company, a Virginia 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)

Freda P. Hubert
Notary Public
My commission expires: Dec. 31, 2003

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 17th day of ~~October~~ ^{November}, 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

