



**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 February 09, 2001, 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:           Union Pacific Railroad  
                      1416 Dodge Street  
                      Omaha, NE 68179  
                      Phone: 402-271-3818

The enclosed Memorandum of Railcar Lease Agreement covers the one-hundred-thirty-five (135) Open Top 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 Union Pacific Railroad, as Lessee covering one-hundred-thirty-five (135) Open Top 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/klb*

Gail M. Blagsvedt  
Contract Administrator  
Enclosures

RECORDATION NO. 23593 FILED

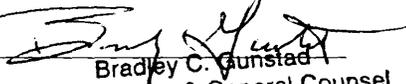
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SURFACE TRANSPORTATION BOARD

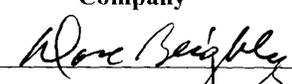
**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of February 9<sup>th</sup>, 2001 by and between **Bombardier Capital Rail Inc.** (formerly called NorRail, Inc.), a Minnesota Corporation ("Lessor") and **Union Pacific Railroad Company**, a Nebraska 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. 1737 dated October 31, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 009 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the one hundred thirty five (135) New Johnstown America built, Auto Flood II Aluminum Rapid Discharge Open Top Hopper Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all 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.

Lessee: **Bombardier Capital Rail Inc.**  
By:   
L. Lee Struble  
Vice President-Sales  
Its: \_\_\_\_\_  
By:   
Bradley C. Gunstad  
Vice President & General Counsel  
Its: \_\_\_\_\_

Lessor: **Union Pacific Railroad Company**  
By:   
Its: UPRR. 1762. PURCHASING LEASES

RECORDATION NO. 23593 FILED  
AUG 3 '01 8-57 AM  
SURFACE TRANSPORTATION BOARD

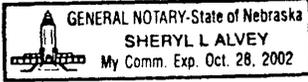
**EXHIBIT A TO  
MEMORANDUM OF RAILCAR LEASE AGREEMENT**

|     |            |     |            |      |            |
|-----|------------|-----|------------|------|------------|
| 1.  | NRLX700412 | 48. | NRLX700404 | 95.  | NRLX700502 |
| 2.  | NRLX700495 | 49. | NRLX700482 | 96.  | NRLX700403 |
| 3.  | NRLX700519 | 50. | NRLX700445 | 97.  | NRLX700441 |
| 4.  | NRLX700417 | 51. | NRLX700484 | 98.  | NRLX700481 |
| 5.  | NRLX700620 | 52. | NRLX700383 | 99.  | NRLX700504 |
| 6.  | NRLX700422 | 53. | NRLX700509 | 100. | NRLX700446 |
| 7.  | NRLX700621 | 54. | NRLX700409 | 101. | NRLX700508 |
| 8.  | NRLX700388 | 55. | NRLX700450 | 102. | NRLX700408 |
| 9.  | NRLX700427 | 56. | NRLX700490 | 103. | NRLX700510 |
| 10. | NRLX700397 | 57. | NRLX700416 | 104. | NRLX700451 |
| 11. | NRLX700432 | 58. | NRLX700494 | 105. | NRLX700385 |
| 12. | NRLX700437 | 59. | NRLX700390 | 106. | NRLX700512 |
| 13. | NRLX700402 | 60. | NRLX700391 | 107. | NRLX700491 |
| 14. | NRLX700627 | 61. | NRLX700418 | 108. | NRLX700514 |
| 15. | NRLX700628 | 62. | NRLX700423 | 109. | NRLX700516 |
| 16. | NRLX700505 | 63. | NRLX700622 | 110. | NRLX700415 |
| 17. | NRLX700629 | 64. | NRLX700395 | 111. | NRLX700493 |
| 18. | NRLX700447 | 65. | NRLX700428 | 112. | NRLX700389 |
| 19. | NRLX700624 | 66. | NRLX700623 | 113. | NRLX700419 |
| 20. | NRLX700380 | 67. | NRLX700396 | 114. | NRLX700393 |
| 21. | NRLX700407 | 68. | NRLX700433 | 115. | NRLX700424 |
| 22. | NRLX700487 | 69. | NRLX700401 | 116. | NRLX700469 |
| 23. | NRLX700511 | 70. | NRLX700438 | 117. | NRLX700429 |
| 24. | NRLX700452 | 71. | NRLX700443 | 118. | NRLX700471 |
| 25. | NRLX700513 | 72. | NRLX700506 | 119. | NRLX700496 |
| 26. | NRLX700492 | 73. | NRLX700406 | 120. | NRLX700475 |
| 27. | NRLX700387 | 74. | NRLX700382 | 121. | NRLX700473 |
| 28. | NRLX700515 | 75. | NRLX700448 | 122. | NRLX700400 |
| 29. | NRLX700414 | 76. | NRLX700488 | 123. | NRLX700626 |
| 30. | NRLX700517 | 77. | NRLX700411 | 124. | NRLX700439 |
| 31. | NRLX700392 | 78. | NRLX700453 | 125. | NRLX700479 |
| 32. | NRLX700425 | 79. | NRLX700486 | 126. | NRLX700405 |
| 33. | NRLX700468 | 80. | NRLX700386 | 127. | NRLX700483 |
| 34. | NRLX700470 | 81. | NRLX700413 | 128. | NRLX700381 |
| 35. | NRLX700430 | 82. | NRLX700518 | 129. | NRLX700434 |
| 36. | NRLX700472 | 83. | NRLX700619 | 130. | NRLX700625 |
| 37. | NRLX700474 | 84. | NRLX700421 | 131. | NRLX700449 |
| 38. | NRLX700497 | 85. | NRLX700467 | 132. | NRLX700384 |
| 39. | NRLX700399 | 86. | NRLX700394 | 133. | NRLX700410 |
| 40. | NRLX700435 | 87. | NRLX700426 | 134. | NRLX700489 |
| 41. | NRLX700476 | 88. | NRLX700618 | 135. | NRLX700485 |
| 42. | NRLX700499 | 89. | NRLX700431 |      |            |
| 43. | NRLX700478 | 90. | NRLX700398 |      |            |
| 44. | NRLX700501 | 91. | NRLX700498 |      |            |
| 45. | NRLX700440 | 92. | NRLX700436 |      |            |
| 46. | NRLX700480 | 93. | NRLX700477 |      |            |
| 47. | NRLX700503 | 94. | NRLX700500 |      |            |

STATE OF NEBRASKA, COUNTY OF DOUGLAS TO WIT:

On this 6th day of April, 2001 before me personally appeared Alou Beagle and \_\_\_\_\_, to me personally known, who being by me duly sworn, says that they are the Dr. Mgr. Pm. Leasel and \_\_\_\_\_, respectively of Union Pacific Railroad Company, a Nebraska 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)



Sheryl L. Alvey  
Notary Public  
My commission expires:

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 7th day of February, 2001 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 the 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