

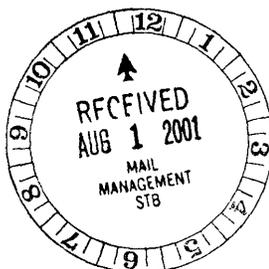


**BOMBARDIER  
CAPITAL**

**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 26, 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 one (1) original and one (1) copy of Memorandum of Railcar Lease Agreement dated as of October 10, 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: CSX Transportation  
550 Water Street  
Jacksonville, FL 32202  
Phone: 904-359-1105

The enclosed Memorandum of Railcar Lease Agreement covers the twenty-five (25) 60' Plug Door Box 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 CSX Transportation, as Lessee covering twenty-five (25) 60' Plug Door Box 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,

*Kelly Bagby*  
Kelly Bagby  
Contract Administrator  
Enclosures

RECORDATION NO. 23600 FILED

AUG 3 '01 10-04 AM

TS  
SURFACE TRANSPORTATION BOARD

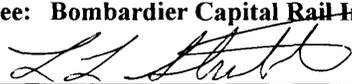
**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

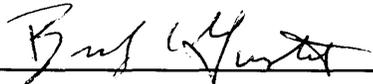
THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~August 10~~<sup>Oct</sup>, 2000 by and between Bombardier Capital Rail Inc. (formerly known as NorRail, Inc.) a Minnesota Corporation (ALessor@) and CSX Transportation, Inc., a Florida Corporation (ALessee@), with reference to 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. 1757 dated October 27, 1997 between Lessor and Lessee (hereinafter referred to as the ALessee@).
2. Pursuant to Schedule No. 005 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the twenty-five (25) 60' Plate F Boxcars with double 8' Plug Doors bearing the reporting marks and road numbers identified on Exhibit A attached 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.

Lessee: Bombardier Capital Rail Inc.

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

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

Lessor: CSX Transportation, Inc.

By:   
Asst. Treasurer  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

## Exhibit A

| MARK/NUMBER |
|-------------|
| TR 401100   |
| TR 401101   |
| TR 401102   |
| TR 401103   |
| TR 401104   |
| TR 401105   |
| TR 401108   |
| TR 401109   |
| TR 401110   |
| TR 401112   |
| TR 401114   |
| TR 401117   |
| TR 401128   |
| TR 401129   |
| TR 401130   |
| TR 401132   |
| TR 401156   |
| TR 401161   |
| TR 401163   |
| TR 401165   |
| TR 401166   |
| TR 401167   |
| TR 401192   |
| TR 401194   |
| TR 401196   |

STATE OF Florida, COUNTY OF Duval TO WIT:

On this 28<sup>th</sup> day of September, 2000 before me personally appeared, \_\_\_\_\_  
Jim Tilley and \_\_\_\_\_, to me personally known,  
who being by me duly sworn, says that they are the Assistant Treasurer  
and \_\_\_\_\_, respectively of CSX Transportation, Inc.,  
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)



Linda L. Avery

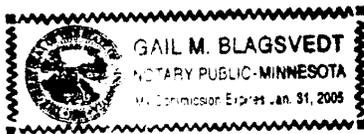
Notary Public

My commission expires: 7/19/2002

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 10 day of October, 2000 before me personally appeared, L. Lu  
Stubble and Bradley C. Dunstod, to me personally known,  
who being by me duly sworn, says that they are the L.P. Sales and  
V.P. 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