



**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>

August 03, 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 11, 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: Chemical Lime Company
6263 N. Scottsdale Road
Scottsdale, AZ 85250
Phone: 817-732-8164

The enclosed Memorandum of Railcar Lease Agreement covers the thirteen (13) 4600 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 Chemical Lime Company, as Lessee covering thirteen (13) 4600 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 \$28.00 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 *Kelley*
Gail M. Blagsvedt & Kelly Bagby
Contract Administrators
Enclosures

RECORDATION NO. 23645 FILED

SEP 13 '01 2-36 PM

TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of October 11, 2000 by and between **Bombardier Capital Rail Inc.** (formerly called NorRail, Inc., a Minnesota Corporation, and herein called "Lessor") and **Chemical Lime Company**, an Arizona 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. 1839 dated April 29, 1999 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 2 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the thirteen (13) railcars bearing the reporting mark 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.

LESSEE: Chemical Lime Company ^{of Arizona} _{MPJ}

By: [Signature]
L. Lee Struble
Vice President-Sales

By: [Signature]
Director of Logistics

By: [Signature]
Bradley C. Gunstad
Vice President & General Counsel

By: _____
Its: _____

RECORDATION NO. 23645 FILED

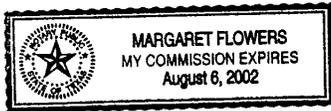
EXHIBIT A
TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP	ON RENT
NRLX047078	6/16/00
NRLX046512	6/14/00
NRLX046322	6/20/00
NRLX046338	6/20/00
NRLX046328	6/16/00
NRLX046295	6/25/00
NRLX046345	6/14/00
NRLX046192	6/19/00
NRLX046309	6/16/00
NRLX046296	6/21/00
NRLX046300	6/16/00
NRLX046326	6/21/00
NRLX046127	6/16/00

STATE OF TEXAS, COUNTY OF TARRANTO WIT:

On this 11th day of Oct., 2000 before me personally appeared, M.P. 345241 and _____ of Arizona, to me personally known, who being by me duly sworn, says that they are the Director of Logistics and _____, respectively of **Chemical Lime Company**, an Arizona 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)



Margaret Flowers
Notary Public
My commission expires:

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 14th day of 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