



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
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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 December 15, 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: SCU Nitrogen Inc.
161 Bickford Road
Courtright, Ontario N0N 1H0
Phone: 518-867-3221

The enclosed Memorandum of Railcar Lease Agreement covers the ten (10) 4650 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 SCU Nitrogen Inc., as Lessee covering ten (10) 4650 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 Blagsvedt *Kelly Bagby*
Gail M. Blagsvedt & Kelly Bagby
Contract Administrators
Enclosures

RECORDATION NO. 23646 FILED

SEP 13 '01 2-48 PM

TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 15, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **SCU Nitrogen Inc.**, a Ontario 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. **0351920** dated December 15, 2000 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. **001** to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the ten (10) railcars bearing the reporting marks 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.

By: *L. Lee Struble*

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

By: *Bradley C. Gunstad*

Its: **Bradley C. Gunstad
Vice President & General Counsel**

LESSEE: SCU Nitrogen Inc.

By: *[Signature]*

Its: **PRESIDENT**

By: *[Signature]*

Its: **Secretary-Treasurer**

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SURFACE TRANSPORTATION BOARD

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

Railcar
Mark/Number

1. NRLX46124
2. NRLX46133
3. NRLX46052
4. NRLX46397
5. NRLX46461
6. NRLX46484
7. NRLX46149
8. NRLX46459
9. NRLX46001
10. NRLX46002

PROVINCE
~~STATE~~ OF Ontario, COUNTY OF Waterloo TO WIT:

On this 15th day of December, 2000 before me personally appeared,
John Hill and Greg Flanagan, to me personally known,
who being by me duly sworn, says that they are the President and
Secretary-Treasurer, respectively of SCU Nitrogen Inc. a n Ontario
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.



Paul E. Grespan
Notary Public Paul E. Grespan
My commission expires: LIFETIME

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this _____ day of (Month), 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: _____