

RECORDATION NO. 23647 FILED

SEP 13 '01 3-08 PM
TS
SURFACE TRANSPORTATION BOARD



**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 01, 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 July 20, 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: Bay State Milling Company
400 S. 4th Street
Minneapolis, MN 55415
Phone: 612-333-0858

The enclosed Memorandum of Railcar Lease Agreement covers the eight (8) 5650 Cu. Ft. Power Flo II Plus Pressure Differential Covered Hopper Railcars bearing reporting mark and numbers NRLX056566, NRLX056575, NRLX056593, NRLX056598, NRLX056606, NRLX056607, NRLX056588 and NRLX056589. A short summary of the document to appear in the index follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor, and Bay State Milling Company, as Lessee covering eight (8) 5650 Cu. Ft. Power Flo II Plus Pressure Differential Covered Hopper Railcars. The Railcars are marked with the NRLX reporting mark and numbered as indicated above."

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 M. Blagsvedt & Kelly Bagby
Contract Administrators
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~June~~ ^{July} 20, 2001 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and Bay State Milling Company, a Minnesota 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. 0351850 dated September 30, 1999 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 004 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the eight (8) 5650 Cu. Ft. Power Flo II Plus Pressure Differential Covered Hopper Railcars bearing the reporting mark and numbers NRLX056566 NRLX056575, NRLX056593, NRLX056598, NRLX056606, NRLX056607, NRLX056588 and NRLX056589, 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: Mark A. Self

Its: Vice President, General Manager

By: L. Lee Struble

Its: Vice President-Sales

LESSEE: Bay State Milling Company

By: Chris E. Hunt

Its: DIRECTOR OF TRANSPORTATION

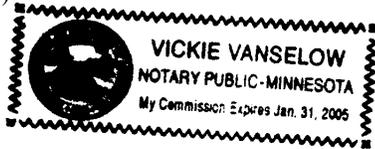
By: _____

Its: _____

STATE OF MN, COUNTY OF Hennepin TO WIT:

On this 19th day of ~~June~~ July, 2001 before me personally appeared, Charles Hart and _____, to me personally known, who being by me duly sworn, says that they are the Director of Transportation and _____, respectively of **Bay State Milling Company**, a 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)



Vickie Vanselow
Notary Public
My commission expires: Jan 31, 2005

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 30 day of ~~May~~ July, 2001 before me personally appeared, Mark A. Selby and L. Lu Stubble to me personally known, who being by me duly sworn, says that they are the VP - GM and VP - 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