

RECORDATION NO. 23974 FILED

MAY 14 '02 2-01 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 14, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement No. 1666, dated as of October 31, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Solvay Polymers, Inc.  
3333 Richmond Avenue  
Houston, TX 77098

Lessee: Bombardier Capital Rail Inc.  
12850 Gran Bay Parkway W  
Jacksonville, FL 32258

A description of the railroad equipment covered by the enclosed document is:

105 railcars NRLX 057200 – NRLX 057306 (excluding 057220 and 057275)

Mr. Vernon A. Williams  
May 14, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease Agreement No. 1666

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF RAILCAR LEASE AGREEMENT NO. 1666**

Memorandum of Rail Car Lease Agreement, dated and effective as of October 31, 2001, by and between Solvay Polymers, Inc., a Delaware corporation, as lessor ("*Lessor*"), and Bombardier Capital Rail Inc., formerly known as NorRail, Inc., a Minnesota corporation, as lessee ("*Lessee*").

**WITNESSETH:**

1. Lessor and NorRail, Inc., as predecessor in interest to Lessee ("*NorRail*"), entered into Rail Car Lease Agreement No. 1666, dated as of September 6, 1996 (together with (i) Schedule No. 1, dated September 6, 1996, between Lessor and NorRail, (ii) Addendum No. 1 to Schedule No. 1 and (iii) Amendment No. 1 to Schedule No. 1, dated June, 1998, between Lessor and NorRail, the "*Lease Agreement*"), whereby Lessor agreed to lease to NorRail, and NorRail agreed to lease from Lessor certain railcars as described on and bearing the car numbers as listed on Exhibit A attached hereto, effective as of September 6, 1996 and subject to the terms defined in said Lease Agreement.

2. This Memorandum of the Lease Agreement is being (i) deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act and (ii) filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301.

3. The parties hereto are the same parties to the Lease Agreement, or the successors in interest to the parties to the Lease Agreement, and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein.

REGISTRATION NO. 23974 FILED  
MAY 14 '02 2-01 PM  
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first written above.

SOLVAY POLYMERS, INC.

By Edgar H. Case  
Name: EDGAR H. CASE  
Title: TREASURER

BOMBARDIER CAPITAL RAIL INC., f/k/a  
NORRAIL, INC.

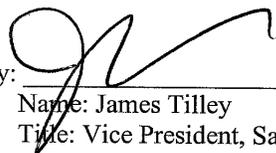
By: \_\_\_\_\_  
Name: James Tilley  
Title: Vice President, Sales and Marketing

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first written above.

SOLVAY POLYMERS, INC.

By \_\_\_\_\_  
Name:  
Title:

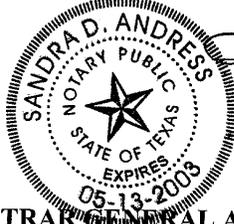
BOMBARDIER CAPITAL RAIL INC., f/k/a  
NORRAIL, INC.

By:  \_\_\_\_\_  
Name: James Tilley  
Title: Vice President, Sales and Marketing

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

This instrument was acknowledged before me on April 18, 2002, by Edgar Case, the Treasurer of SOLVAY POLYMERS, INC.



Sandra D. Andres  
Notary Public in and for  
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

On this 18<sup>th</sup> day of April, 2002, before me personally appeared, Edgar H. Case, to me personally known, being by me duly sworn, says that he is the Treasurer of SOLVAY POLYMERS, INC. (the "Company"), and that the said instrument attached hereto was signed on behalf of the Company under the authority of the Board of Directors of the Company on April 18, 2002, and he acknowledged that the execution of the said instrument was the act and deed of the Company.

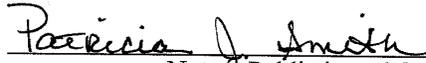


Sandra D. Andres  
Notary Public in and for  
the State of Texas

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF FLORIDA     §  
                                  §  
COUNTY OF DUVAL     §

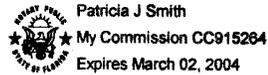
This instrument was acknowledged before me on March 18, 2002, by James Tilley, the Vice President, Sales and Marketing of BOMBARDIER CAPITAL RAIL INC.

  
\_\_\_\_\_  
Notary Public in and for  
the State of Florida  
Patricia J Smith  
  
My Commission CC915264  
Expires March 02, 2004

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF FLORIDA     §  
                                  §  
COUNTY OF DUVAL     §

On this 18<sup>th</sup> day of March 2002, before me personally appeared, James Tilley, to me personally known, being by me duly sworn, says that he is the Vice President, Sales and Marketing of BOMBARDIER CAPITAL RAIL INC. (the "Corporation"), and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the Board of Directors of the Corporation on March 18, 2002, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

  
\_\_\_\_\_  
Notary Public in and for  
the State of Florida  
Patricia J Smith  
  
My Commission CC915264  
Expires March 02, 2004

**EXHIBIT A**

<u>EQUIPMENT</u>	<u>QUANTITY</u>	<u>ORIGINAL REPORTING MARKS</u>	<u>CURRENT REPORTING MARKS</u>
5700 Cubic Foot Covered Hopper Rail Cars	108 originally, now 105 (it being understood that cars ELTX 715, ELTX 738 and ELTX 801 suffered casualties)	ELTX 700 through ELTX 714 inclusive; ELTX 716 through ELTX 732 inclusive; ELTX 734 through ELTX 737 inclusive; ELTX 739 through ELTX 772 inclusive; ELTX 800; ELTX 802 through ELTX 816 inclusive; and ELTX 818 through ELTX 837 inclusive	NRLX 057200 through NRLX 057219 inclusive; NRLX 057221 through NRLX 057274 inclusive; and NRLX 057276 through NRLX 057306 inclusive