

RECORDATION NO. 24439 FILED

MAY 07 '03 8-53 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

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

May 5, 2003

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, dated as of January 23, 2002, 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 document are:

Lessor:	Bombardier Capital Rail, Inc. 12735 Gran Bay Parkway West Suite #1000 Jacksonville, Florida 32258
Lessee:	Don Pylate Services, Inc. 393 Stuart Island Road Lake Village, Arkansas 71653

Mr. Vernon A. Williams
May 5, 2003
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A description of the railroad equipment covered by the enclosed document is:

59 gondola cars: NRLX 500000 – NRLX 500059, but excluding NRLX 500051.

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

Memorandum of Railcar Lease Agreement.

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/anm
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of January 23, 2002 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Don Pylate Services, Inc.**, a Arkansas 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. 0351980 dated January 23, 2002 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 fifty-nine (59) 6240 Cu. Ft. Woodchip Gondola railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

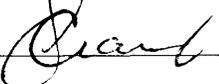
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

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: 

Its: _____

By: 

Its: _____

LESSEE: Don Pylate Services, Inc.

By: 

Its: 

By: _____

Its: _____

REGISTRATION NO. 24439 FILED

MAY 07 '03 8-58 AM

SURFACE TRANSPORTATION BOARD

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP NUMBER	
NRLX500000	NRLX500030
NRLX500001	NRLX500031
NRLX500002	NRLX500032
NRLX500003	NRLX500033
NRLX500004	NRLX500034
NRLX500005	NRLX500035
NRLX500006	NRLX500036
NRLX500007	NRLX500037
NRLX500008	NRLX500038
NRLX500009	NRLX500039
NRLX500010	NRLX500040
NRLX500011	NRLX500041
NRLX500012	NRLX500042
NRLX500013	NRLX500043
NRLX500014	NRLX500044
NRLX500015	NRLX500045
NRLX500016	NRLX500046
NRLX500017	NRLX500047
NRLX500018	NRLX500048
NRLX500019	NRLX500049
NRLX500020	NRLX500050
NRLX500021	NRLX500052
NRLX500022	NRLX500053
NRLX500023	NRLX500054
NRLX500024	NRLX500055
NRLX500025	NRLX500056
NRLX500026	NRLX500057
NRLX500027	NRLX500058
NRLX500028	NRLX500059
NRLX500029	

OUT OF STATE CLOSING AFFIDAVIT
Part I - LESSEE

STATE OF Arkansas
COUNTY OF St. Francis

BEFORE ME, the undersigned, a Notary Public in and for the county and state aforesaid, personally appeared Don Pylate, who is the pres of **Don Pylate Services, Inc.**, a Arkansas corporation ("Lessee"), who by me being first duly sworn, stated:

1. On the date hereof, I executed in _____, the Master Railcar Service and Lease Agreement No. 0351980 and Schedule No. 001 dated January 23, 2002, between Bombardier Capital Rail Inc. (the "Lessor") and Don Pylate Services, Inc. (the "Lessee") and all schedules and exhibits attached to or referred to therein (collectively, the "Lease").
2. On the date hereof, I have enclosed the Lease in an overnight mail envelope addressed to 261 Mountain View Drive, Colchester, Vermont 05446 and have deposited such envelope with the appropriate delivery service for overnight delivery.

DATED this 23 day of January, 2002.

Don Pylate
Name: _____
Its: pres

Sworn to and subscribed before me
this 23 day of January, 2002.

LeAnne Hastings
Notary Public

Print Name: LeAnne Hastings

State and County Aforesaid

My Commission Expires: My Commission Expires 3-26-2008



OUT OF STATE CLOSING AFFIDAVIT

Part II – LESSOR

STATE OF VERMONT

COUNTY OF CHITTENDEN

BEFORE ME, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared [Signature] (the "Lessor's Agent") who, being by me first duly sworn, stated:

1. I am a Agent of **Bombardier Capital Rail Inc.** (the "Lessor").

2. On January 24, 2002, I received on behalf of the Lessor in Colchester, Vermont, by overnight delivery from _____ [city], _____ [state], the Master Railcar Service and Lease Agreement No. 0351980 and Schedule No. 001 dated January ____, 2002 between the Lessor and Don Pylate Services, Inc. (the "Lessee") and all schedules and exhibits attached to or referred to therein, which was fully executed by Lessee.

DATED this 24th day of Jan., 2002.

Sworn to and subscribed before me
this 24th day of January, 2002.

Laura J. Harvey
Notary Public

Print Name: Laura J. Harvey
State and County Aforesaid
My Commission Expires: 2/10/03

Lessor's Agent:

[Signature]

Title: Agent

STATE OF Arkansas, COUNTY OF St Francis TO WIT:

On this 23 day of January, 2002 before me personally appeared, Don Pylate and _____, to me personally known, who being by me duly sworn, says that they are the Don Pylate Services, Inc. and _____, respectively of **Don Pylate Services, Inc.**, 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)



Leanne Hastings
Notary Public

My commission expires: 2-29-2003

STATE OF VERMONT, COUNTY OF CHITTENDEN TO WIT:

On this 24th day of January, 2002 before me personally appeared, Michael Wapner and Jackson, to me personally known, who being by me duly sworn, says that they are the VP and the VP, 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)

Michael Wapner
Notary Public
My commission expires: 2/10/03