

RECORDATION NO. 25440 FILED

FEB 04 '05 2-12 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

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

February 4, 2005

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 February 4, 2004, 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:	SOO Line Railroad Company 400 – 401 9 th Avenue SW Calgary, Alberta T2P 4Z4 Canada

Mr. Vernon A. Williams
February 4, 2005
Page 2

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

118 railcars, 57 within the series NAHX 528106 - NAHX 528398 and 60 within the series TR 526007 - TR 528064, both as more particularly set forth in the equipment schedule attached to the document, and TR 585694.

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 \$32.00 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
Enclosure

FEB 04 '05 2-12 PM

MEMORANDUM OF CAR LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF CAR LEASE AGREEMENT is made and entered into as of February 4, 2004 by and between **Bombardier Capital Rail Inc.**, a Minnesota corporation ("Lessor") and **SOO Line Railroad 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 Cars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Lease Agreement No. 0351902 dated May 1, 2000 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 002 to the Lease, Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor up to one hundred eighteen (118) 52' 6" M II Gondola Cars bearing the reporting mark and numbers indicated on Exhibit A attached 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 Car Lease Agreement to be executed as of the date first above written.

LESSOR: **Bombardier Capital Rail Inc.**

By [Signature]
Print Name: James M. Tilley
Title: Vice President Sales & Marketing

And by [Signature]
Print Name: RICHARD S. MITCHELL
Title: VICE PRESIDENT & GENERAL MANAGER

LESSEE: **SOO Line Railroad Company**

By [Signature]
Print Name: Eric Winter
Title: VP - Transportation/Tractor Operations

(Optional)
And by: _____
Print Name: _____
Title: _____

**EXHIBIT A
TO
CERTIFICATE OF INSPECTION AND ACCEPTANCE**



EXHIBIT A
To
MEMORANDUM OF CAR LEASE AGREEMENT

EQUIP NUMBER	
1.	NRLX528106
2.	NRLX528109
3.	NRLX528110
4.	NRLX528116
5.	NRLX528119
6.	NRLX528120
7.	NRLX528127
8.	NRLX528132
9.	NRLX528133
10.	NRLX528138
11.	NRLX528143
12.	NRLX528144
13.	NRLX528156
14.	NRLX528170
15.	NRLX528174
16.	NRLX528176
17.	NRLX528177
18.	NRLX528179
19.	NRLX528180
20.	NRLX528183
21.	NRLX528185
22.	NRLX528186
23.	NRLX528189
24.	NRLX528192
25.	NRLX528197
26.	NRLX528203
27.	NRLX528209
28.	NRLX528210
29.	NRLX528238
30.	NRLX528251
31.	NRLX528255
32.	NRLX528260
33.	NRLX528270
34.	NRLX528271
35.	NRLX528283
36.	NRLX528287
37.	NRLX528292
38.	NRLX528297
39.	NRLX528298
40.	NRLX528300
41.	NRLX528301

EQUIP NUMBER	
42.	NRLX528320
43.	NRLX528327
44.	NRLX528328
45.	NRLX528341
46.	NRLX528343
47.	NRLX528347
48.	NRLX528350
49.	NRLX528352
50.	NRLX528362
51.	NRLX528366
52.	NRLX528386
53.	NRLX528387
54.	NRLX528391
55.	NRLX528393
56.	NRLX528397
57.	NRLX528398
58.	TR 526007
59.	TR 526052
60.	TR 526083
61.	TR 526101
62.	TR 526106
63.	TR 526111
64.	TR 526129
65.	TR 526131
66.	TR 526133
67.	TR 526169
68.	TR 526180
69.	TR 526196
70.	TR 526204
71.	TR 526250
72.	TR 526275
73.	TR 526294
74.	TR 526303
75.	TR 526339
76.	TR 526366
77.	TR 526548
78.	TR 526601
79.	TR 526639
80.	TR 526738
81.	TR 526742
82.	TR 526749

EQUIP NUMBER	
83.	TR 526762
84.	TR 526797
85.	TR 526851
86.	TR 527119
87.	TR 527158
88.	TR 527170
89.	TR 527196
90.	TR 527198
91.	TR 527210
92.	TR 527214
93.	TR 527242
94.	TR 527272
95.	TR 527273
96.	TR 527278
97.	TR 527280
98.	TR 527316
99.	TR 527332
100.	TR 527344
101.	TR 527375
102.	TR 527408
103.	TR 527502
104.	TR 527505
105.	TR 527524
105.	TR 527553
107.	TR 527604
103.	TR 527605
109.	TR 527610
110.	TR 527615
111.	TR 527628
112.	TR 527640
113.	TR 527708
114.	TR 527717
115.	TR 527727
115.	TR 527858
117.	TR 528064
113.	TR 585694

PROVINCE
STATE OF ALBERTA
CITY/COUNTY OF CALGARY

On this 4th day of February, 2004 before me personally appeared Brock Winter and he is to me personally known, who being by me duly sworn, say that they are the and the Vice President respectively of SOO Line Railroad Company, 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)

D. F. Barnhardt
Notary Public
My commission expires: _____

DON BARNHARDT
Barrister and Solicitor
Suite 2000, 401 - 9th Avenue S.W.
Calgary, AB T2P 4Z4
Telephone: 319-6183

STATE OF FLORIDA
COUNTY OF DUVAL

On this 21st day of April, 2004 before me personally appeared James J. Kelly and Richard S. Mitchell to me personally known, who being by me duly sworn, say that they are the VP - Sales & Mktg. and the VP - General Mgr. 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: 7-1-06

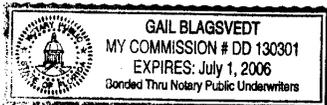


EXHIBIT A
To
MEMORANDUM OF CAR LEASE AGREEMENT

SECRET