

RECORDATION NO. 25440-C FILED

FEB 04 '05 2-34 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

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 July 27, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement being filed with the Board under Recordation Number _____.

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

100 railcars within the series TR 526108 - TR 528072 and TR 585501 - TR 585697 as more particularly set forth in the equipment schedule attached to the document.

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 2-34 PM

MEMORANDUM OF CAR LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF CAR LEASE AGREEMENT is made and entered into as of July 27th 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 Lessee and Greenbrier Leasing Corporation, as assigned to Lessor (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 005 to the Lease, Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor up to one hundred (100) 52' 6" Mill 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.,
a Minnesota corporation

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,
a Minnesota corporation

By [Signature]
Print Name: **Brock Winter**
Title: **VP**

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

EXHIBIT A
To
MEMORANDUM OF CAR LEASE AGREEMENT

EQUIP NUMBER	
1.	TR 526108
2.	TR 526306
3.	TR 526321
4.	TR 526325
5.	TR 526329
6.	TR 526360
7.	TR 526362
8.	TR 526369
9.	TR 526410
10.	TR 526446
11.	TR 526499
12.	TR 526627
13.	TR 526632
14.	TR 526637
15.	TR 526642
16.	TR 526693
17.	TR 526695
18.	TR 526696
19.	TR 526700
20.	TR 526702
21.	TR 526705
22.	TR 526714
23.	TR 526720
24.	TR 526732
25.	TR 526756
26.	TR 526765
27.	TR 526767
28.	TR 526770
29.	TR 526778
30.	TR 526783
31.	TR 526800
32.	TR 526818
33.	TR 526826
34.	TR 526847
35.	TR 526870

EQUIP NUMBER	
36.	TR 527095
37.	TR 527099
38.	TR 527101
39.	TR 527111
40.	TR 527127
41.	TR 527165
42.	TR 527193
43.	TR 527256
44.	TR 527260
45.	TR 527281
46.	TR 527310
47.	TR 527312
48.	TR 527356
49.	TR 527382
50.	TR 527395
51.	TR 527397
52.	TR 527398
53.	TR 527399
54.	TR 527406
55.	TR 527412
56.	TR 527414
57.	TR 527417
58.	TR 527436
59.	TR 527439
60.	TR 527445
61.	TR 527446
62.	TR 527473
63.	TR 527480
64.	TR 527517
65.	TR 527528
66.	TR 527635
67.	TR 527653
68.	TR 527662
69.	TR 527832
70.	TR 527868

EQUIP NUMBER	
71.	TR 527887
72.	TR 527912
73.	TR 527989
74.	TR 528072
75.	TR 585501
76.	TR 585510
77.	TR 585517
78.	TR 585520
79.	TR 585521
80.	TR 585522
81.	TR 585523
82.	TR 585524
83.	TR 585526
84.	TR 585530
85.	TR 585531
86.	TR 585532
87.	TR 585576
88.	TR 585586
89.	TR 585591
90.	TR 585596
91.	TR 585608
92.	TR 585610
93.	TR 585622
94.	TR 585623
95.	TR 585630
96.	TR 585640
97.	TR 585650
98.	TR 585669
99.	TR 585683
100.	TR 585697

PROVINCE OF ALBERTA
CITY OF CALGARY

On this 27 day of July, 2004 before me personally appeared Brook Windsor and Richard J. Smithe, to me personally known, who being by me duly sworn, say that they are the Vice President and the VP - Sales & Mktg., 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)

Don Barnhardt
Notary Public
My commission expires: _____

DON BARNHARDT
Barrister and Solicitor
Suite 920, 401 - 9th Avenue SW
Calgary, AB T2P 4Z4
Telephone: 319-6183

STATE OF FLORIDA
COUNTY OF DUVAL

On this 9th day of September, 2004 before me personally appeared James M. Julius and Richard J. Smithe, to me personally known, who being by me duly sworn, say that they are the VP - Sales & Mktg. and the VP - General Mgt., 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