





METLIFE CAPITAL CORPORATION

Secretary  
Interstate Commerce Commission  
April 18, 1988  
Page Two

Enclosed is a check in the amount of \$50.00 for recordation fees.

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

Ten-year Guideline Equipment Lease dated as of April 16, 1987,  
encompassing 100 tri-level fully enclosed Auto Racks for Ford service.

There have been no prior recordations relating to this lease.

The undersigned is the Lessor named above and has knowledge of the matters set forth in the enclosed documents.

Please return two stamped, recorded counterparts of said documents to the undersigned at the above address.

METLIFE CAPITAL, LIMITED PARTNERSHIP  
By: MetLife Capital Corporation,  
General Partner

By:   
Michael E. Taft  
Its: Senior Vice President

aab/0573Z

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/29/88

OFFICE OF THE SECRETARY

Michael E. Taft  
Senior Vice President-Operations  
Metlife Capital Corporation  
10900 N.E. Suite 1300, 8th St.  
Bellevue, WA. 98004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/88 at 11:10am, and assigned recordation number(s). 15613

Sincerely yours,

*Nerita L. McGee*

Secretary

Enclosure(s)

STATE OF WASHINGTON )  
COUNTY OF King ) ss.

I certify that this is a true and correct copy of the Memorandum of Lease in the possession of MetLife Capital, Limited Partnership as of this date.

DATED April 18, 1988

(Seal or stamp)

*James Sauter*  
NOTARY PUBLIC in and for the State of  
Washington, residing at Bellevue  
My appointment expires May 12, 1990

1 5613

RECORDATION NO. \_\_\_\_\_ FILED SER.

APR 29 1988-11 20 AM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

MEMORANDUM dated as of March 8, 1988, 1987 of that certain Equipment Lease Agreement entered into by and between METLIFE CAPITAL, LIMITED PARTNERSHIP, As Lessor, and THE DENVER AND RIO GRANDE WESTERN RAILROAD CO., as Lessee.

Type of Lease:	Guideline Lease
Date of Lease:	April 16, 1987
Term of Lease:	10 years
Equipment:	One Hundred (100) Tri-Level fully enclosed Auto Racks for Ford service manufactured by Thrall Car Manufacturing Company
Marks and Identification:	Rack Nos. 350 through 449, inclusive as per the attached Exhibit "A"

LESSOR:

METLIFE CAPITAL, LIMITED PARTNERSHIP  
By: MetLife Capital Corporation,  
General Partner

ATTEST:

*Paul J. Graf*

By: *[Signature]*

Title: Sr. Vice President  
Address: 10900 NE 8th Street  
Bellevue, WA 98004

LESSEE:

THE DENVER AND RIO GRANDE WESTERN  
RAILROAD CO.

(CORPORATE SEAL)

ATTEST:

*[Signature]*  
ASST. SECRETARY

By: *ZRP*

Title: Vice President-Operations  
Address: 1515 Arapahoe St.  
Denver, CO 80202

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF KING )

Before me a notary public in and for the said county appeared Michael E. Taft and Paul J Graf to me personally known and who being first duly sworn, stated that they were respectively the Senior Vice President and Secretary of MetLife Capital Corporation, and that they signed the foregoing document as the duly authorized act and deed of said corporation as General Partner of METLIFE CAPITAL, LIMITED PARTNERSHIP.

(Notarial Seal)

Annul Sauter  
NOTARY PUBLIC in and for the State of Washington, residing at Belleme.

My Commission expires:

May 12, 1990

STATE OF COLORADO )  
 ) ss.  
COUNTY OF DENVER )

Before me a notary public in and for the said county appeared B. R. Seaton and L. R. Parsons to me personally known and who being first duly sworn, stated that they were respectively the Asst. Secretary and VP Operations of THE DENVER AND RIO GRANDE WESTERN RAILROAD CO., and that they signed the foregoing document as the duly authorized act and deed of said corporation.

(Notarial Seal)

Kate Sydney  
NOTARY PUBLIC

My Commission expires:

My Commission Expires Jan. 18, 1992

**1515 Arapahoe Suite 986  
Denver, Colorado 80202**

Exhibit "A"

Exhibit "A" to the Memorandum of Lease dated March 8, 1988 by and between MCLP, as Lessor, and The Denver and Rio Grande Western Railroad Co., as Lessee

Equipment Description

One Hundred (100) Tri-Level fully enclosed Auto Racks for Ford service manufactured by Thrall Car Manufacturing Company.

<u>Rack #</u>	<u>Car Mark</u>	<u>Car #</u>	<u>Rack #</u>	<u>Car Mark</u>	<u>Car #</u>	<u>Rack #</u>	<u>Car Mark</u>	<u>Car #</u>
350	ETTX	908474	384	ETTX	905764	418	ETTX	950805
351	ETTX	900887	385	ETTX	801664	419	ETTX	950802
352	ETTX	900656	386	ETTX	801698	420	ETTX	802272
353	ETTX	900481	387	ETTX	802220	421	ETTX	904203
354	ETTX	900972	388	ETTX	950812	422	ETTX	800651
355	ETTX	903236	389	ETTX	950808	423	ETTX	905532
356	ETTX	801708	390	ETTX	950811	424	ETTX	909568
357	ETTX	802256	391	ETTX	801083	425	ETTX	903993
358	ETTX	802282	392	ETTX	950810	426	ETTX	800519
359	ETTX	800668	393	ETTX	950789	427	ETTX	905082
360	ETTX	903926	394	ETTX	950809	428	ETTX	800665
361	ETTX	905645	395	ETTX	800661	429	ETTX	905438
362	ETTX	801111	396	ETTX	909355	430	ETTX	903960
363	ETTX	802280	397	ETTX	905990	431	ETTX	903937
364	ETTX	903608	398	ETTX	950577	432	ETTX	810166
365	ETTX	801729	399	ETTX	907711	433	ETTX	801713
366	ETTX	803197	400	ETTX	950788	434	ETTX	800660
367	ETTX	801690	401	ETTX	800625	435	ETTX	909159
368	ETTX	904215	402	ETTX	950792	436	ETTX	802244
369	ETTX	900909	403	ETTX	901891	437	ETTX	801678
370	ETTX	801694	404	ETTX	801676	438	ETTX	905184
371	ETTX	801132	405	ETTX	905194	439	ETTX	802258
372	ETTX	801183	406	ETTX	901783	440	ETTX	801701
373	ETTX	800082	407	ETTX	902568	441	ETTX	801684
374	ETTX	801707	408	ETTX	800654	442	ETTX	800608
375	ETTX	903079	409	ETTX	801719	443	ETTX	801868
376	ETTX	801743	410	ETTX	801190	444	ETTX	905867
377	ETTX	905564	411	ETTX	905015	445	ETTX	802254
378	ETTX	905345	412	ETTX	801682	446	ETTX	903813
379	ETTX	905822	413	ETTX	810020	447	ETTX	801171
380	ETTX	801738	414	ETTX	950782	448	ETTX	800684
381	ETTX	903144	415	ETTX	950807	449	ETTX	800558
382	ETTX	801186	416	ETTX	950814			
383	ETTX	803198	417	ETTX	950772			