

#13



27 March 1989

9-097A049

Ms. Rita McGee
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO 16277 FILED 1425

APR 7 1989 -3 05 PM

Date 4/7/89
Fee 13.00

Dear Madam:

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States code and the regulations thereunder are two originals of Railcar Lease Agreement dated April 19, 1988 as follows:

Railcar Lease Agreement between Denver & Rio Grande Western Railroad Company ("Lessee") and Northbrook Corporation ("Lessor").

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

LESSEE: Denver & Rio Grande Western Railroad Company
P.O. Box 5482
Denver, CO 80217

LESSOR: Northbrook Corporation
875 North Michigan Avenue
John Hancock Center - Suite 1400
Chicago, IL 60611

The originals of the above documents after recordation should be returned to Mr. Robert Dwyer, Vice President-Sales, Rail Division, Northbrook Corporation, 875 North Michigan Ave., Suite 1400, Chicago, IL 60611. Enclosed is Northbrook's check for \$13.00 to cover the recordation of the document.

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Sincerely yours,

Northbrook Corporation
By Earl L. Freeman
Earl L. Freeman

enclosure

SENT VIA: Certified Mail (return receipt requested)

MOTOR OPERATING UNIT
APR 7 2 58 PM '89

Interstate Commerce Commission
Washington, D.C. 20423

4.10.89

OFFICE OF THE SECRETARY

Robert Dwyer
Vice President-Sales
Raildivision
Northbrook Corp.
875 North Michigan Avenue
Chicago, Illinois 60611

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 4.7.89 at 3:05pm, and assigned recordation number(s). 16277

Sincerely yours,

Nerita L. McGee
Secretary

Enclosure(s)

16277

RECORDED _____ INDEX _____

APR 7 1989 - 3 03 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF

RAILCAR LEASE AGREEMENT

Dated as of April 19, 1988

Between

NORTHBROOK CORPORATION
("Lessor")

and

DENVER & RIO GRANDE WESTERN RAILROAD COMPANY
("Lessee")

Memorandum of Railcar Lease Agreement, made and entered into as of April 19, 1988, by and between Denver & Rio Grande Western Railroad Company ("Lessee") and Northbrook Corporation ("Lessor").

WITNESSETH:

The term and certain other provisions are mutually agreed to by parties hereto.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed as of 26th day of April, 1988.

NORTHBROOK CORPORATION
("Lessor")

DENVER & RIO GRANDE WESTERN
RAILROAD COMPANY ("Lessee")

By: Jeanis T. Hunt

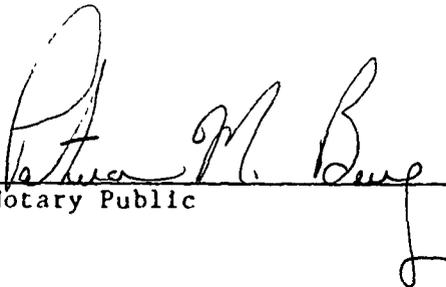
By: L.R.P.

Title: EXECUTIVE VICE PRESIDENT-FINANCE

Title: Vice President-Operations

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 26th day of April, 1988, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires Nov. 5, 1988

STATE OF COLORADO)
)
COUNTY OF DENVER)

On this 25th day of October, 1988, before me personally appeared L. R. Parsons, to me personally known, who, being by me duly sworn, said that he ~~is~~ ^{she} is Vice President-Operations of The Denver and Rio Grande Western Railroad Company, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Kate Sydney
Notary Public

1515 Arapahoe ²⁶
Denver, Colorado ⁸⁰²⁰²

1515 Arapahoe Suite 986
Denver, Colorado 80202

~~My Commission Expires Jan. 18, 1992~~