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

September 30, 1994

Mr. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) executed copies of the following: (1) a Master Equipment Lease Agreement and (2) Lease Closing Schedule No. 001, both dated September 30, 1994 and two copies of a Bill of Sale, dated September 30, 1994, the first being primary document and the others secondary documents related thereto, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

Lessor/Buyer : MetLife Capital, Limited Partnership  
10900 N.E. 8th Street  
Bellevue, Washington 98009

Lessee/Seller : Chicago, Central & Pacific Railroad Company  
402 E. 4th Street  
Waterloo, Iowa 50704

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

one hundred and ten (110) triple hopper railcars bearing CC reporting marks and road numbers within the series 40000 through 40219, inclusive.

190047 A+B  
RECORDATION NO. \_\_\_\_\_ FILED 1424  
SEP 30 1994 -11 05 AM  
INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 30 11 03 AM '94

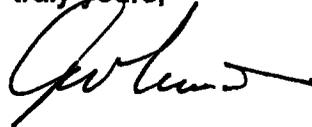
*Edward M. Lerner*  
*Counterparts*

Mr. Vernon A. Williams  
September 30, 1994  
Page 2

Also enclosed is a check in the amount of \$54.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 19004 FILED 149R *B*

SEP 30 1994 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of One Dollar (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY, a Delaware Corporation (herein "Seller"), owner of the full legal and beneficial title of the equipment described below (herein the "Equipment"):

110 Used combination rotary and bottom dump three pocket open top hoppers of 100 tons nominal capacity.

The car initials and numbers attached as "Exhibit A"

does hereby sell, grant, transfer and deliver all its right, title and interest in and to said Equipment forever. The Equipment unto MetLife Capital Limited Partnership, (herein "Purchaser") and to its successors and assigns, to have and to hold said Equipment forever. The Equipment is sold "as is" and "where is" and the description of the Equipment is for the sole purpose of identifying it and is not part of the basis of the bargain.

And Seller does for itself, its successors and assigns covenant and agree with Purchaser, its successors and assigns, to warrant and defend the sale of the Equipment unto Purchaser, its successors and assigns against all and every person and persons whomsoever lawfully claiming or laying claim to the same, by, through or under Seller or its predecessors in interest, except for any defects in title or liens or encumbrances in or to the Equipment arising by reason of Purchaser's own acts. SELLER MAKES NO OTHER WARRANTY WHATEVER WITH RESPECT TO TITLE.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, we have set our hand and seal this 30th day of September, 1994.

CHICAGO, CENTRAL & PACIFIC  
RAILROAD COMPANY

By R. Kevin Junt  
Chief Financial Officer

ATTEST:

By Dorothy A. Ott

Exhibit A

Car Initial and Number

CC	40000	CC	40074	CC	40150
CC	40001	CC	40075	CC	40151
CC	40003	CC	40077	CC	40153
CC	40005	CC	40079	CC	40156
CC	40006	CC	40080	CC	40159
CC	40007	CC	40083	CC	40160
CC	40008	CC	40084	CC	40161
CC	40009	CC	40086	CC	40165
CC	40012	CC	40087	CC	40167
CC	40013	CC	40090	CC	40171
CC	40014	CC	40092	CC	40172
CC	40015	CC	40095	CC	40173
CC	40020	CC	40096	CC	40174
CC	40025	CC	40100	CC	40175
CC	40026	CC	40106	CC	40177
CC	40027	CC	40108	CC	40179
CC	40028	CC	40112	CC	40180
CC	40032	CC	40116	CC	40183
CC	40035	CC	40117	CC	40186
CC	40037	CC	40121	CC	40188
CC	40039	CC	40123	CC	40190
CC	40040	CC	40124	CC	40191
CC	40041	CC	40128	CC	40192
CC	40042	CC	40129	CC	40193
CC	40043	CC	40130	CC	40196
CC	40044	CC	40132	CC	40199
CC	40045	CC	40133	CC	40200
CC	40049	CC	40134	CC	40204
CC	40050	CC	40137	CC	40206
CC	40052	CC	40139	CC	40210
CC	40055	CC	40140	CC	40213
CC	40061	CC	40143	CC	40214
CC	40063	CC	40144	CC	40215
CC	40065	CC	40145	CC	40217
CC	40066	CC	40146	CC	40218
CC	40072	CC	40147	CC	40219
CC	40073	CC	40149		

ACKNOWLEDGMENT

STATE OF Iowa  
COUNTY OF Black Hawk

On this 30th day of September, 1994, before me, a Notary Public, personally appeared R. Kevin Trout, to me known to be the Chief Financial Officer of, Chicago, Central & Pacific Railroad Co. who executed the foregoing instrument and acknowledged the said instrument was the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned.

[NOTARIAL SEAL]

Geraldine A. Ott  
NOTARY PUBLIC in and for the State of Iowa,  
residing at Denver, Iowa.  
My commission expires 10-10-97.