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

RECEIVED
SURFACE TRANSPORTATION BOARD
MAY 22 9 25 AM '96

May 20, 1996

20058-E + F

MAY 2 1996

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 three (3) copies each of the following secondary documents: Certificate of Acceptance No. Three, dated May 21, 1996, and a Bill of Sale, dated as of May 20, 1996.

The enclosed documents relate to the Master Equipment Lease Agreement duly filed with the Board under Recordation Number 20058.

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

Certificate of Acceptance No. Three

Lessor: MetLife Capital Limited Partnership
10900 N.E. 4th Street
Bellevue, Washington 98009

Lessee: Dakota, Minnesota & Eastern Railroad Corporation
337 22nd Avenue South
Brookings, South Dakota 57006

Counterparts - 2

Mr. Vernon A. Williams
May 31, 1996
Page 2

Bill of Sale

Seller: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313

Buyer: MetLife Capital Limited Partnership
10900 N.E. 4th Street
Bellevue, Washington 98009

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

Fifty (50) covered hopper railcars bearing DME (formerly CR) reporting marks and road numbers set forth on the schedule attached hereto.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

20058-F
MAY 22 1996

Bill of Sale

For and in consideration of the sum of \$1,487,500.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, **NORRAIL, INC.** (the "Seller") does hereby sell, assign and transfer unto **METLIFE CAPITAL, LIMITED PARTNERSHIP** (the "Buyer"), and its successors and assigns, the Equipment as described in Exhibit A attached hereto.

The Seller hereby warrants that it has good and marketable title to the Equipment and that the Seller's title thereto is free from all liens and encumbrances.

Seller agrees to indemnify Buyer and hold it harmless from and against any and all loss, cost, damage or exposure, including reasonable attorney fees that it may suffer as a result of any claims, suits, demands, actions, causes of actions, recoveries or judgments arising out of any claim of title to the railcars or any lien thereon arising prior to the date hereof.

This **Bill of Sale** is being delivered in connection with the Purchase and Sale Agreement between the Seller and the Buyer dated as of December 19, 1995. **EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES SET FORTH IN THE AGREEMENT**, the Equipment is being sold to Buyer by the Seller, "as is, where is" without any other representations and warranties whether written, oral or implied, and the Seller shall not by virtue of having sold the Equipment herewith, be deemed to have made any representation or warranty as to the merchantability, fitness for a particular purpose, operability, design or condition of, or as to the quality of the material or workmanship in, the Equipment.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 20th day of May, 1996.

Seller: NORRAIL, INC.

By: Russell J. Adams

Its: Vice President Sales

OLD CAR #	NEW CAR #
1. CR 886606	DME 47105
2. CR 887356	DME 47215
3. CR 888590	DME 47114
4. CR 890924	DME 47133
5. CR 888473	DME 47075
6. CR 888867	DME 47194
7. CR 886268	DME 46116
8. CR 887981	DME 46091
9. CR 887288	DME 47212
10. CR 887936	DME 47010
11. CR 890954	DME 47151
12. CR 888498	DME 47082
13. CR 888534	DME 47097
14. CR 890930	DME 47132
15. CR 889999	DME 47004
16. CR 886276	DME 46083
17. CR 891017	DME 46001
18. CR 888629	DME 46043
19. CR 887494	DME 47256
20. CR 886255	DME 46084
21. CR 891078	DME 46095
22. CR 887544	DME 47262
23. CR 888540	DME 47095
24. CR 890903	DME 47115
25. CR 888415	DME 47083
26. CR 886169	DME 46100
27. CR 889592	DME 47176
28. CR 887968	DME 46081
29. CR 887963	DME 46088
30. CR 886605	DME 47090
31. CR 886367	DME 47023
32. CR 886121	DME 46028
33. CR 887886	DME 46022
34. CR 888351	DME 47169
35. CR 888457	DME 47077
36. CR 890868	DME 47146
37. CR 889799	DME 47187
38. CR 887911	DME 47012
39. CR 886616	DME 47087
40. CR 888712	DME 46037
41. CR 887278	DME 47230
42. CR 888523	DME 47101
43. CR 887330	DME 47213
44. CR 888566	DME 47092
45. CR 888534 01	DME 47113
46. CR 890906	DME 47116
47. CR 887459	DME 47258
48. CR 890917	DME 47130
49. CR 888423	DME 47065
50. CR 888539	DME 47096

STATE OF Minnesota

COUNTY OF Wright

On this 20th day of May, 1996, before me personally came Russell S. Adams to me known, who, being by me duly sworn, did depose and say that he is the Vice President - Sales of NorRail, Inc., a Minnesota corporation, and he acknowledged to me that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.



Joann M. Pelinka
Notary Public in and for said State

My commission expires:

1/31/2000